

NCC - 1

Feb 88
to
Present

NORTHERN COMMERCIAL COMPANY

ARTICLES OF
INCORPORATION

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

5906 F
SC DISTRIBUTION CO.
C T CORPORATION SYSTEM
801 W 10TH ST STE 300
JUNEAU AK 99801

**CERTIFICATE
OF
REVOCATION
Business Corporation**

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, and custodian of corporation records for said state, pursuant to Alaska Statute 10.06.743(1), hereby issues this Certificate of Revocation to the above mentioned corporation.

The Certificate of Authority of the corporation is revoked for failure to file a biennial report and/or pay the biennial tax for the period ending December 31, 1995.

The corporation's authority to transact business in Alaska will cease to exist as of the date of this certificate.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
September 16, 1996



William L. Hensley
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

SC DISTRIBUTION CO.
*(Formerly Northern Commercial Company
d/b/a N C Machinery Co.)*

June 7, 1994

Internal Revenue Service Center
Ogden, Utah 84201

Re: SC Distribution Co. - Dissolution

Ladies and Gentlemen:

Enclosed please find Form 966 for SC Distribution Co.

Very truly yours

SC Distribution Co.

A handwritten signature in black ink, reading "Gerhardt Morrison", with a long horizontal line extending to the right.

Gerhardt Morrison
Vice President

SC Distribution Co. 1326 Fifth Avenue, Suite 711, Seattle, WA 98101-2684 (206) 623-6480 FAX (206) 623-2511

Corporate Dissolution or Liquidation
(Required under section 6043(a) of the Internal Revenue Code)

OMB No. 1545-0041
Expires 1-31-96

Please type or print	Name of corporation SC Distribution Co.			Employer identification number (b) (6)			
	Number, street, and room or suite no. (If a P.O. box number, see instructions below.) 17035 West Valley Highway			Check type of return <input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120L <input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S <input type="checkbox"/> Other ▶			
	City or town, state, and ZIP code Tukwila, WA 98188						
1	Date incorporated 07/28/78	2	Place incorporated Washington	3	Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial	4	Date resolution or plan of complete or partial liquidation was adopted May 2, 1994
5	Service Center where corporation filed its immediately preceding tax return Ogden, Utah	6	Last month, day, and year of immediately preceding tax year 12/31/93	7a	Last month, day, and year of final tax year Not filed yet	7b	Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input checked="" type="checkbox"/> Yes Will be <input type="checkbox"/> No
7c	Name of common parent Skinner Corporation			7d	Employer Identification Number of Common Parent (b) (6)	7e	Service Center where consolidated return was filed Ogden, UT
8						Total number of shares outstanding at time of adoption of plan or liquidation 205,280	
9						Date(s) of any amendments to plan of dissolution	
10						Section of the Code under which the corporation is to be dissolved or liquidated 332(b)	
11						If this return concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed	

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete.

Signature of officer *Paul W. Skinner* Title **President** Date **May 21, 1994**

Instructions

Paperwork Reduction Act Notice.—We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping 5 hr., 1 min.
Learning about the law or the form 6 min.
Preparing and sending the form to the IRS 11 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form more simple, we would be happy to hear from you. You can write to both the **Internal Revenue Service**, Washington, DC 20224, Attention: IRS Reports Clearance Officer, T:FP; and the **Office of Management and Budget**, Paperwork Reduction Project (1545-0041), Washington, DC 20503. **DO NOT** send the tax form to either of these offices. Instead, see **When and Where To File** below.

Who Must File.—A corporation must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock. Exempt organizations are not required to file Form 966. These organizations should see the instructions for Form 990 or 990-PF.

When and Where To File.—File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

File Form 966 with the Internal Revenue Service Center where the corporation is required to file its income tax return.

Distribution of Property.—A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to liquidation of a subsidiary and to a distribution that is made pursuant to a plan of reorganization.

Address.—Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the corporation has a P.O. box, enter the box number instead of the street address.

Signature.—The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.



State of Washington
Department of Revenue
PO Box 47474
Audit Procedures & Administration
Olympia, WA 98504-7474

TO THE HONORABLE SECRETARY OF STATE OF THE STATE OF WASHINGTON

In Re Petition for Dissolution or Withdrawal of

600 301 867

S C DISTRIBUTION CO

Reg. No. _____

CERTIFICATE OF

DEPARTMENT OF REVENUE

A Corporation organized under the laws of the

State of WASHINGTON

This is to certify that every license fee, tax, increase or penalty imposed under Chapter 180, Laws of Washington, 1935, upon the above mentioned corporation has been paid or provided for.

DATED This 20TH day of JUNE, 1994

DEPARTMENT OF REVENUE
STATE OF WASHINGTON

By Marla Chastain

MARLA CHASTAIN - ANALYST



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

SC DISTRIBUTION CO.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on July 28, 1978.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: January 4, 1994

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

A handwritten signature in blue ink that reads "RALPH MUNRO".

Ralph Munro Secretary of State



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF DISSOLUTION

to

SC DISTRIBUTION CO.

a **Washington Profit** corporation. The required

Articles of Dissolution were filed for record with this office on the date indicated below:

U.B.I. Number: **600 301 867**

Date: **June 28, 1994**

*Given under my hand and the seal of the State
of Washington, at Olympia, the State Capital*

Ralph Munro, Secretary of State

ARTICLES OF DISSOLUTION
OF
SC DISTRIBUTION CO.

FILED
STATE OF WASHINGTON
JUN 28 1994
RALPH MUNHO
SECRETARY OF STATE

Pursuant to RCW 23B.14.030 the undersigned corporation hereby submits these Articles of Dissolution:

FIRST: The name of the corporation is SC DISTRIBUTION CO. (the "Corporation").

SECOND: The dissolution was authorized by the Board of Directors of the Corporation on May 31, 1994, and was duly approved by the sole shareholder of the Corporation on May 31, 1994, in accordance with the provision RCW 23B.14.020.

THIRD: A copy of the Revenue Clearance Certificate issued pursuant to RCW 82.32.260 is attached hereto as Exhibit A.

DATE: May 31, 1994

SC DISTRIBUTION CO.

By: Gerhardt Morrison
Gerhardt Morrison, Vice President

C:\JAY\CLIENT\SCDISTRB\DISTRTB\DISSH.ART



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

SC DISTRIBUTION CO.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on July 28, 1978.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: January 4, 1994

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

A handwritten signature of Ralph Munro in black ink, written over a horizontal line.

Ralph Munro Secretary of State



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby
issue this

CERTIFICATE OF AMENDMENT

to

NORTHERN COMMERCIAL COMPANY

a Washington Profit corporation. Articles of Amendment were
filed for record in this office on the date indicated below.

Changing name to SC DISTRIBUTION CO.

U.B.I. Number: 2-280873-7

Date: January 3, 1994

*Given under my hand and the seal of the State
of Washington, at Olympia, the State Capital*


RALPH MUNRO

Ralph Munro, Secretary of State

ssf 58 (5/91)



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

NORTHERN COMMERCIAL COMPANY

a Washington Profit corporation. Articles of Amendment were
filed for record in this office on the date indicated below.

Amending and Restating Articles

Corporation Number: 2-280873-7

Date: May 6, 1991

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

Submit the original
and one true copy
\$10.00



SECRETARY OF STATE
Corporation Division
Business Registry
255 Capitol Street N.E.
Salem, OR 97310-1317
(503) 986-2200

THIS SPACE FOR OFFICE USE ONLY

Registry Number:

209495-82

FILED

FEB 17 1994

SECRETARY OF STATE

**AMENDMENT TO APPLICATION FOR
AUTHORITY TO TRANSACT BUSINESS
Foreign Corporation**

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. The name of the corporation prior to amendment:

Northern Commercial Company

PLEASE NOTE: This form may be used to change the corporate name, the duration of the corporation, and to change officers during the first year of the corporation's authorization. Once the annual report has been filed, use GC-4, amendment to annual report, to change officer information.

2. The amendment is as follows:

The name of this corporation is SC Distribution Co.

Execution:

Gerhardt Morrison
Signature

GERHARDT MORRISON
Printed name

Vice President
Title

Person to contact about this filing:

GERHARDT MORRISON
Name

206 623 6480
Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division,
Business Registry, 255 Capitol St. NE, Salem, Oregon 97310-1317.

FBC-2 (5/90)

CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Northern Commercial Company, a Washington corporation, by Lynn Edelstein Du Bey, its duly elected and qualified Secretary and General Counsel, hereby delivers to the Secretary of State of the State of Washington for filing the following Amended and Restated Articles of Incorporation in duplicate, pursuant to RCW 23B.10.

1. The name of the corporation is Northern Commercial Company.

2. The Articles of Incorporation have been amended to:

a. Amend Article II to read in its entirety as follows:

This corporation is organized for the purposes of transacting any and all legal business for which corporations may be incorporated under Title 23B of the Revised Code of Washington.

b. Amend Article III to read in its entirety as follows:

The total authorized number of shares of the Corporation is Two Hundred Twenty-Five Thousand (225,000) shares of common stock with a par or ascribed value of Ten Dollars (\$10.00) per share.

c. Amend Article IV to read in its entirety as follows:

The number of directors of the Corporation and the manner in which such directors are to be elected shall be as set forth in the bylaws. The names of the current directors are:

Carl G. Behnke	2300 26th Avenue S. Seattle, WA 98144
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Robert J. Behnke	7th Floor, Skinner Bldg. 1326 5th Avenue Seattle, WA 98101
------------------	--

C. William Golding	4400 1001 Fourth Ave. Bldg. Seattle, WA 98154
--------------------	--

Paul W. Skinner	7th Floor, Skinner Bldg. 1326 5th Avenue Seattle, WA 98101
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John F. Clearman	P.O. Box 3562 Seattle, WA 98124
Robert S. Cline	3101 Western Avenue Seattle, WA 98111
Stephen A. Duzan	51 University Street Seattle, WA 98101
John E. Newman, Jr.	112 E. Pecan Street, Suite 1725 San Antonio, TX 78205

d. Amend Article V to read in its entirety as follows:

1. Shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.
2. Holders of common stock shall be entitled to receive the net assets of the Corporation upon dissolution.

e. Amend Article VI to read in its entirety as follows:

1. Holders of common stock shall have unlimited voting rights.
2. At each election of directors, every shareholder entitled to vote at such election has the right to vote the number of shares of stock held by such shareholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

f. Amend Article VII to read in its entirety as follows:

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after this Article becomes effective, the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the

liability of a director of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

g. Amend Article VIII to read in its entirety as follows:

The address of the registered office of the Corporation is 17035 West Valley Highway, Tukwila, Washington 98188 and the name of the registered agent at such address is Lynn Edelstein Du Bey.

h. Amend Article IX to read in its entirety as follows:

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

3. Each such amendment was adopted on February 21, 1991.

4. Each such amendment was duly approved by the shareholders in accordance with the provisions of RCW 23B.10.030 and 23B.10.040 of the Washington Business Corporation Act (the "Act").

Executed this 2nd day of May, 1991.

NORTHERN COMMERCIAL COMPANY

By:



Lynn Edelstein Du Bey

Its: Secretary & General Counsel

EXHIBIT "A"

ARTICLES OF INCORPORATION
OF
NORTHERN COMMERCIAL COMPANY
A WASHINGTON CORPORATION

ARTICLE I

The name of this corporation is NORTHERN COMMERCIAL COMPANY.

ARTICLE II

This corporation has perpetual existence.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

(1) To engage in the sale or leasing, maintenance and repair of industrial, agricultural and marine equipment and parts, and the provision of any and all goods and services incidental thereto.

(2) To engage in any other lawful business or activity whatsoever which may hereafter from time to time be authorized by the Board of Directors.

ARTICLE IV

The address of the registered office of the corporation is 1725 E. Marginal Way South (Pier 28), Seattle, Washington, and the name of the registered agent at such address is Gary D. Norman.

ARTICLE V

The total authorized number of par value shares of common stock of the corporation is twenty-one thousand (21,000)

shares of the par value of One Hundred Dollars (\$100.00) per share, amounting in the aggregate to Two Million One Hundred Thousand Dollars (\$2,100,000.00).

ARTICLE VI

The amount of paid-in capital with which the corporation will begin business shall be at least Five Hundred Dollars (\$500.00) and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

ARTICLE VII

Shareholders of this corporation have no preemptive rights to acquire additional shares issued by the corporation.

ARTICLE VIII

The first directors of the corporation are four (4) in number and their names and addresses are:

<u>Name</u>	<u>Address</u>
William Golding	P.O. Box 3562 Seattle, Washington 98124
D. E. Skinner	711 Skinner Building Seattle, Washington 98101
Robert J. Behnke	711 Skinner Building Seattle, Washington 98101
Arthur Nordhoff	P.O. Box 645 Bellevue, Washington 98009

The first directors shall serve until the first annual meeting of shareholders and until their successors are elected and qualified.

ARTICLE IX

The name and address of the incorporator are:

Christopher J. Barry
Bogle & Gates
The Bank of California Center
Seattle, Washington 98164

ARTICLE X

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares of stock held by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but no shareholder has the right to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, nor shall any shareholder have the right to cumulate his votes by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI

The Board of Directors is authorized to make, alter, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders voting power to alter, amend or repeal such Bylaws.

ARTICLE XII

(1) No contracts or other transactions between the corporation and any other corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such

other corporation; and

(2) Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of Articles of Merger between NC WASHINGTON CORPORATION, a Washington corporation, and NORTHERN COMMERCIAL COMPANY, a Delaware corporation, whereby NC WASHINGTON CORPORATION is the surviving corporation under the name NORTHERN COMMERCIAL COMPANY, as received and filed in this office on September 29, 1978.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

September 29, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

SEP 29 1978

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF MERGER

OF

NORTHERN COMMERCIAL COMPANY, A DELAWARE CORPORATION

INTO

NC WASHINGTON CORPORATION, A WASHINGTON CORPORATION

Pursuant to the provisions of RCW 23A.20.040 and RCW 23A.20.070 of the Washington Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging one into the other:

FIRST: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Northern Commercial Company	Delaware
NC Washington Corporation	Washington

SECOND: The laws of the state under which the foreign corporation is organized permits such merger.

THIRD: The name of the surviving corporation is NC Washington Corporation (which name under the Agreement and Plan of Merger attached hereto as Exhibit A is being changed to "Northern Commercial Company"), and it is organized under the laws of the State of Washington.

FOURTH: The Agreement and Plan of Merger attached hereto as Exhibit A was approved by the undersigned domestic corporation in the manner prescribed by the Washington Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State of Delaware.

FIFTH; As to each of the undersigned corporations, the number of shares of capital stock outstanding which are entitled to vote on the Agreement and Plan of Merger is as follows:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>
Northern Commercial Company (Delaware)	20,528
NC Washington Corporation (Washington)	3

As to each of the undersigned corporations, there are no shares of stock outstanding of any class which are entitled to vote as a class on the Agreement and Plan of Merger.

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against the Agreement and Plan of Merger are as follows:

<u>Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
NC Washington Corporation (Delaware)	20,528	0
Northern Commercial Company, Inc. (Washington)	3	0

In witness whereof, the undersigned corporations have executed these Articles of Merger this 25 day of September, 1978.

NORTHERN COMMERCIAL COMPANY
(A Delaware corporation)

By William Golding
William Golding, President

By Gary D. Norman
Gary D. Norman, Secretary

NC WASHINGTON CORPORATION,
(a Washington corporation)

By William Golding
William Golding, President

By Gary D. Norman
Gary D. Norman, Secretary

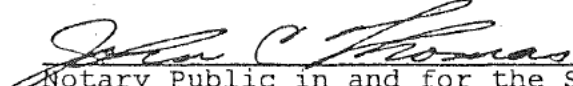
STATE OF WASHINGTON)
) ss
COUNTY OF KING)

I, William Golding, being first duly sworn, verify that I am the President of Northern Commercial Company, a Delaware corporation, that I signed the foregoing document in my capacity as President, that I have read the foregoing document and that the statements contained therein are true and correct.



William Golding

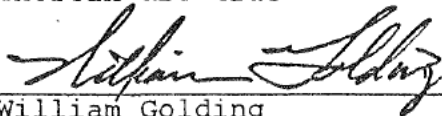
SUBSCRIBED AND SWORN TO before me this 25 day of September, 1978.



Notary Public in and for the State
of Washington, residing at Seattle

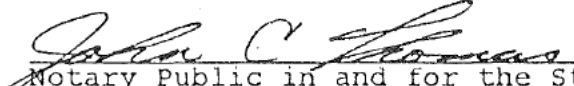
STATE OF WASHINGTON)
) ss
COUNTY OF KING)

I, William Golding, being first duly sworn, verify that I am the President of NC Washington Corporation, a Washington corporation, that I signed the foregoing document in my capacity as President, that I have read the foregoing document, and know that the statements contained therein are true.



William Golding

SUBSCRIBED AND SWORN TO before me this 25 day of September, 1978.



Notary Public in and for the State
of Washington, residing at Seattle

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated this 8th day of September, 1978, by and between NORTHERN COMMERCIAL COMPANY, a Delaware corporation ("NC Delaware") and NC WASHINGTON CORPORATION, a Washington corporation ("NC Washington"). (NC Delaware and NC Washington are sometimes referred to herein as the "Constituent Corporations").

WITNESSETH

WHEREAS, NC Delaware desires to change its state of incorporation from Delaware to Washington by merging with NC Washington; and

WHEREAS, NC Delaware has an authorized capital of 35,000 shares of common stock, par value one hundred dollars (\$100), 20,528 of which are issued and outstanding and 2,500 shares of preferred stock, par value one hundred dollars (\$100), none of which are issued and outstanding; and

WHEREAS, NC Washington has an authorized capital stock of 50,000 shares of common stock, par value one dollar, three (3) of which are issued and outstanding; and

WHEREAS, the respective boards of directors of NC Delaware and NC Washington have approved this Agreement and Plan of Merger and directed that it be submitted to their respective stockholders for approval and adoption;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein set forth, the parties hereto agree that NC Delaware shall be merged with and into NC Washington, and that the terms and conditions of the merger and the method of carrying the merger into effect shall be as follows:

ARTICLE I

MERGER AND SURVIVING CORPORATION

1.1 Merger. Pursuant to Section 252 of the Delaware General Corporation Law and Chapter 23A.20 of the Revised Code of Washington, NC Delaware shall merge with and into NC Washington, and NC Washington shall be the surviving corporation (the "Surviving Corporation") and shall continue to exist as a corporation created under and governed by the laws of the State of Washington. Upon the effectiveness of this merger, the name of the Surviving Corporation shall be changed to Northern Commercial Company.

1.2 Articles of Incorporation. Upon the effectiveness of this merger, the Articles of Incorporation of NC Washington shall be the Articles of Incorporation of the Surviving Corporation, and are hereby amended in their entirety to read as set forth in Exhibit A hereto.

1.3 Bylaws. Upon the effectiveness of this merger, the Bylaws of NC Washington as they exist on the effective date of the merger shall be the Bylaws of the Surviving Corporation until the same be altered, amended, repealed or revoked as provided herein.

1.4 Directors. Upon the effectiveness of the merger, the Directors of NC Delaware shall be the Directors of the Surviving Corporation, and shall serve in that capacity until the next annual meeting of the shareholders of the Surviving Corporation and until their successors are elected and qualify.

1.5 Officers. Upon the effectiveness of this merger, the Officers of NC Delaware shall be the Officers of the Surviving Corporation and shall serve in their respective capacities until the Directors of the Surviving Corporation and until their successors are elected and qualify.

ARTICLE II

CONVERSION OF STOCK

The manner and basis for converting shares of the common stock in the Constituent Corporation to the Common Stock of the Surviving Corporation shall be as follows:

2.1 Common Stock of NC Delaware. Upon the effectiveness of the merger, each share of the common stock, par value one hundred dollars (\$100), of NC Delaware shall automatically be converted to one share, par value one hundred dollars (\$100) of the common stock of the Surviving Corporation. Each certificate evidencing common stock of NC Delaware shall be deemed to represent the same number of shares of the Surviving Corporation as the number of shares of NC Delaware set forth on its face, and upon the surrender of any such certificate after the effectiveness of this merger, the Surviving Corporation shall reissue in the name of the registered owner thereof a new certificate evidencing the same number of shares as the number of shares of NC Delaware evidenced by the certificate which was surrendered.

2.2 Common Stock of NC Washington. Upon the effectiveness of the merger, all issued and outstanding shares of the common stock of NC Washington shall be canceled, and said shares shall not be convertible into the stock of the Surviving Corporation.

ARTICLE III

APPROVAL, FILING AND EFFECT OF MERGER

3.1 Approval of Stockholders. This Agreement and Plan of Merger shall be submitted to the stockholders of NC Delaware and NC Washington for their approval in accordance with the applicable laws of Delaware and Washington. Upon the approval of this Agreement and Plan of Merger by said stockholders, the Officers of NC Delaware and NC Washington shall execute and file all documents which shall be necessary to consummate the merger under the applicable laws of Delaware and Washington.

3.2 Effectiveness of Merger. This merger shall be effective on September 29, 1978.

3.3 Effect of Merger. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of NC Delaware shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of NC Washington and NC Delaware shall be as effectively the property of the Surviving Corporation as they were of NC Washington and NC Delaware respectively. NC Delaware hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property NC Delaware acquired or to be acquired by reason of or as a result of this merger and otherwise to carry out the intent and purposes hereof and the proper Officers and Directors of NC Delaware and the proper Officers and Directors of the Surviving Corporation are fully authorized in the name of NC Delaware or otherwise to take any and all such action.

3.4 Service of Process. The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of NC Delaware as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of Title 8 of the Delaware Code of 1953; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept

service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is "Northern Commercial Company, 2715 East Marginal Way South, (Pier 28), Seattle, Washington, attention Mr. Gary D. Norman, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the Surviving Corporation at the above address.

ARTICLE IV
TERMINATION

4.1 Termination by Boards of Directors. Notwithstanding the approval of the Agreement and Plan of Merger by the stockholders of the Constituent Corporations, this Agreement and Plan of Merger may be terminated by the action of the Board of Directors of either of the Constituent Corporations at any time prior to the filing with either of the Secretary of State of Washington or the Secretary of State of Delaware of documents in accordance with paragraph 3.1 hereof.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolution adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto.

Attest:

Gary D. Norman
Gary D. Norman, Secretary

NORTHERN COMMERCIAL COMPANY

By

William Golding
William Golding, President

Attest:

Gary D. Norman
Gary D. Norman, Secretary

NC WASHINGTON CORPORATION

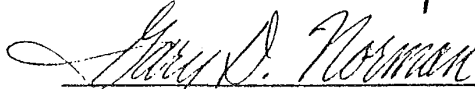
By

William Golding
William Golding, President

CERTIFICATE OF SECRETARY
OF
NORTHERN COMMERCIAL COMPANY

I, GARY D. NORMAN, Secretary of Northern Commercial Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of NC Washington Corporation, a corporation of the State of Washington, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 20,528 shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of Northern Commercial Company, as the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 25th day of September,
1978.



Gary D. Norman

25th day of September

By

Gary D. Norman, Secretary

By

Gary D. Norman, Secretary

SKN002358

D280873
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO **ARTICLES OF INCORPORATION**

of NORTHERN COMMERCIAL COMPANY
a domestic corporation of Seattle, Washington,
(Increasing capital to \$2,250,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

March 5, 1981

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF AMENDMENT

FILED
MAR 05 1981

SECRETARY OF STATE
STATE OF WASHINGTON

Articles of Amendment of the Articles of Incorporation of Northern Commercial Company are herein executed by said corporation, pursuant to the provisions of Revised Code of Washington 23A.16.040 and 23A.16.050, as follows:

1. The name of the corporation is Northern Commercial Company.

2. The amendment to the Articles of Incorporation of said corporation is as follows:

Article V is amended to read as follows:

Article V

The total authorized number of par value shares of common stock of the corporation is two hundred twenty-five thousand (225,000) shares of the par value of Ten Dollars (\$10.00) per share, amounting in the aggregate to Two Million, Two Hundred Fifty Thousand Dollars (\$2,250,000.00)

3. The date of the adoption of said amendment by the shareholders of said corporation is March 2, 1981.

4. The number of shares outstanding of said corporation is 20,528 shares. The number of shares entitled to vote on said amendment was 20,528 shares.

1

1

1

By William Golding
President

By Julie W. Weston
Assistant Secretary

William Golding, being first duly sworn on oath deposes and says: That he is the President of Northern Commercial Company; that he is authorized to execute the Articles of Amendment; that he has read the foregoing document and believes the same to be true.

William Golding
William Golding

Subscribed and Sworn to before me this 2nd day
of March, 1981.

Julia W. Weston
Notary Public in and for
the State of Washington,
residing at Seattle



RECEIVED

AUG 7 1987

N C MACHINERY CO.
OFFICE OF GENERAL COUNSEL

STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

NORTHERN COMMERCIAL COMPANY

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Adding Article XIV

Corporation Number: 2-380873-7

Date: July 27, 1987

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTHERN COMMERCIAL COMPANY

FILED
JUL 27 1987
SECRETARY OF STATE
STATE OF WASHINGTON

Pursuant to the provisions of RCW 23A.16 of the Washington Business Corporation Act, the following Articles of Amendment to the Articles of Incorporation are submitted for filing.

ARTICLE 1: The name of record of the corporation is Northern Commercial Company.

ARTICLE 2: The Articles of Incorporation are hereby amended by inserting after the end of ARTICLE XIII thereof a new ARTICLE XIV to read as follows:

ARTICLE XIV

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for his or her conduct as a director on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) approval of certain distributions or loans in violation of RCW 23A.08.450, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after approval by shareholders of this Article, the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 3: The date of adoption of the amendment was July 15, 1987.

ARTICLE 4: The amendment was adopted by the written consent of the sole shareholder.

ARTICLE 5: The number of shares of the corporation outstanding at the time of such adoption was 205,280; and the number of shares entitled to vote thereon was 205,280.

MBM000005C

-1-

ARTICLE 6: At the time of adoption of the amendment, the corporation had only its common stock issued and outstanding.

ARTICLE 7: The number of shares that voted in favor of the amendment was 205,280; and the number of shares that voted against the amendment was 0.

ARTICLE 8: The amendment does not provide for an exchange, reclassification, or cancellation of existing shares.

I certify that I am an officer of the above named corporation and am authorized to execute this application on behalf of the corporation.

Dated: July 15, 1987

NORTHERN COMMERCIAL COMPANY

By *Henry Edelstein DuBois*
Its Secretary and General Counsel

MBM000005C

-2-

AMENDED AND
RESTATED
ARTICLES OF INCORPORATION
OF
NORTHERN COMMERCIAL COMPANY

COPY

FILED
STATE OF WASHINGTON

MAY 6 1991

RALPH MUNRO
SECRETARY OF STATE

ARTICLE I

Name

The name of this corporation (the "Corporation") is
NORTHERN COMMERCIAL COMPANY.

ARTICLE II

This corporation is organized for the purposes of
transacting any and all legal business for which corporations may
be incorporated under Title 23B of the Revised Code of
Washington.

ARTICLE III

Authorized Shares

The total authorized number of shares of the
Corporation is Two Hundred Twenty-Five Thousand (225,000) shares
of common stock with a par or ascribed value of Ten Dollars
(\$10.00) per share.

ARTICLE IV

Directors

The number of directors of the Corporation and the
manner in which such directors are to be elected shall be as set
forth in the bylaws. The names of the current directors are:

<u>Name</u>	<u>Address</u>
Carl G. Behnke	2300 26th Avenue S. Seattle, WA 98144
Robert J. Behnke	7th Floor, Skinner Bldg. 1326 5th Avenue Seattle, WA 98101
C. William Golding	4400 1001 Fourth Ave. Bldg. Seattle, WA 98154

Paul W. Skinner 7th Floor, Skinner Bldg.
1326 5th Avenue
Seattle, WA 98101

John F. Clearman P. O. Box 3562
Seattle, WA 98124

Robert S. Cline 3101 Western Avenue
Seattle, WA 98111

Stephen A. Duzan 51 University Street
Seattle, WA 98101

John E. Newman, Jr. 112 E. Pecan Street, Suite 1725
San Antonio, TX 78205

ARTICLE V

Shareholders' Rights

1. Shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.
2. Holders of common stock shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI

Voting Rights

1. Holders of common stock shall have unlimited voting rights.
2. At each election of directors, every shareholder entitled to vote at such election has the right to vote the number of shares of stock held by such shareholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VII

Limitation on Liability of Directors

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is

not legally entitled. If, after this Article becomes effective, the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

ARTICLE VIII

Registered Office

The address of the registered office of the Corporation is 17035 West Valley Highway, Tukwila, Washington 98188 and the name of the registered agent at such address is Lynn Edelstein Du Bey.

ARTICLE IX

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

Adopted by resolution of the corporation's Board of Directors on February 21, 1991.

NORTHERN COMMERCIAL COMPANY

By: Lynn Edelstein Du Bey

Its: Secretary

BYLAWS
OF
NORTHERN COMMERCIAL COMPANY

ARTICLE I

Registered Office and Registered Agent

1. The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. A registered agent so appointed shall consent to appointment in writing and such consent shall be filed with the Secretary of State of the State of Washington.

2. If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of the Corporation by notifying the Corporation in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement of such change, as required by law.

3. The Corporation may change its registered agent at any time upon the filing of an appropriate notice with the Secretary of State, with the written consent of the new registered agent either included in or attached to such notice.

ARTICLE II

Shareholders' Meetings

1. Meeting Place. All meetings of the shareholders shall be held, pursuant to proper notice as set forth in Article II Section 4 of these Bylaws, at the principal executive office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors.

2. Annual Meeting Time. The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at such hour as may be determined by resolution of the Board of Directors from time to time. In the absence of such determination, the annual meeting shall be held each year on the second Thursday in February at the hour of 9:00 A.M. if not a legal holiday, and if a legal holiday, then on the next business day following, at the same hour.

3. Special Meetings. Special meetings of the shareholders for any purpose may be called at any time by the President, the Board of Directors or the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at such special meeting in accordance with RCW 23B.07.020. Special shareholders' meetings shall be held at the Corporation's principal executive office or at such other place as shall be identified in the notice of such meeting.

4. Notice of Meetings.

(a) Except as provided in subsection (c) hereunder, notice of the date, time and place of the annual meeting of shareholders shall be given not less than ten nor more than fifty days, prior to the meeting to each shareholder of record entitled to vote at such meeting.

(b) Except as provided in subsection (c) hereunder, notice of each special meeting of shareholders shall be given not less than ten nor more than fifty days prior to the meeting. Such notice shall state the date, time and place of such meeting, and the purpose or purposes for which the meeting is called, and shall be delivered to each shareholder of record entitled to vote at such meeting.

(c) Notice of a shareholders' meeting at which the shareholders will be called to act on an amendment to the articles of incorporation, a plan of merger or share exchange, a proposed sale of assets other than in the regular course of business or the dissolution of the Corporation shall be given not less than twenty days and not more than sixty days before the meeting date.

5. Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or at any adjournment thereof, or entitled to receive dividends or distributions, the Board of Directors shall fix in advance a record date for any such determination of shareholders, such date to be not more than seventy days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken.

6. Shareholders' List. After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders on the record date who are entitled to notice of a shareholders' meeting. Such list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder. The shareholders' list shall be kept on file at the registered office of the Corporation for a period beginning ten days prior to such meeting and shall be kept open at the time and place of such

meeting for the inspection by any shareholder, or any shareholder's agent or attorney.

7. Quorum. Except as otherwise required by law, a quorum at any annual or special meeting of shareholders shall consist of shareholders representing, either in person or by proxy, a majority of the votes entitled to be cast on the matter by each voting group.

8. Voting.

(a) Except as otherwise provided in the Articles of Incorporation and subject to the provisions of the laws of the State of Washington, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting.

(b) If a quorum exists, action on a matter, other than the election of directors, is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless the question is one which by express provision of law, of the Articles of Incorporation or of these Bylaws a greater number of affirmative votes is required.

(c) Unless otherwise provided in the Articles of Incorporation, in any election of directors the candidates elected are those receiving the largest numbers of votes cast by the shares entitled to vote in the election, up to the number of directors to be elected by such shares.

9. Proxies. A shareholder may vote either in person or by appointing a proxy by signing an appointment form, either personally or by the shareholder's attorney-in-fact or agent. An appointment of a proxy is effective when received by the person authorized to tabulate votes for the Corporation. An appointment of a proxy is valid for eleven months unless a longer period is expressly provided in the appointment form.

10. Action by Shareholders Without a Meeting. Any action required or which may be taken at a meeting of shareholders of the Corporation may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken in accordance with this section shall be effective when all written consents are in the possession of the Corporation unless the consent specifies a later effective date.

11. Waiver of Notice. A written waiver of any notice required to be given to any shareholder, signed by the person or persons entitled to such notice, whether before or after the time

stated therein for the meeting, shall be deemed the giving of such notice by the Corporation, provided that such waiver has been delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A shareholder's attendance at a meeting waives any notice required, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

12. Action of Shareholders by Communications Equipment. Shareholders may participate in any meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III

Shares of Stock

1. Issuance of Shares. No shares of the Corporation shall be issued unless authorized by the Board of Directors. Such authorization shall include the number of shares to be issued and the consideration to be received. Certificates of stock shall be issued in numerical order, and each shareholder shall be entitled to a certificate signed by the President, or a Vice President, and the Secretary, and such certificate may bear the seal of the Corporation or a facsimile thereof.

At a minimum each certificate of stock shall state:

- (a) the name of the Corporation;
- (b) that the Corporation is organized under the laws of the State of Washington;
- (c) the name of the person to whom the certificate is issued;
- (d) the number and class of shares and the designation of the series, if any, the certificate represents; and
- (e) if the Corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences and limitations applicable to each class and the variations in rights, preferences and limitations determined for each series, and the authority of the Board of Directors to determine variations for future series, must be summarized either on the front or back of the certificate. Alternatively, the certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information without charge on request in writing.

In case of any mutilation, loss or destruction of any certificate of stock, another certificate may be issued in its place on proof of such mutilation, loss or destruction. The Board of Directors may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the Corporation in such sum as it might determine or establish such other procedures as it deems necessary or appropriate.

3. Transfers.

(a) Transfers of stock shall be made only upon the stock transfer records of the Corporation, which records shall be kept at the registered office of the Corporation or at its principal place of business.

(b) Shares of certificated stock shall be transferred by delivery of the certificates therefor, accompanied either by an assignment in writing on the back of the certificate or an assignment separate from certificate, or by a written power of attorney to sell, assign and transfer the same, signed by the holder of said certificate. No shares of certificated stock shall be transferred on the records of the Corporation until the outstanding certificates therefor have been surrendered to the Corporation or to its transfer agent or registrar.

4. Shares of Another Corporation. Shares owned by the Corporation in another Corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Board of Directors may determine or, in the absence of such determination, by the President of the Corporation.

ARTICLE IV

Board of Directors

1. Powers. The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws or as directed or required to be exercised or done by the shareholders.

2. General Standards for Directors.

(a) A director shall discharge the duties of a director, including duties as a member of a committee:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the director reasonably believes to be in the best interests of the Corporation.

3. Number and Term. The Board of Directors shall consist of a minimum of three (3) and a maximum of fifteen (15) persons who shall hold office for staggered three-year terms. The terms of one-third of the directors shall expire each year. If at any time the number of directors is not divisible by three, terms will be staggered to achieve the intent of this provision. Directors may serve for any number of consecutive terms and shall continue to hold office until their respective successors are elected and qualified. Directors need not be shareholders or residents of the State of Washington.

4. Change of Number. The number of directors may at any time be increased or decreased by resolution of either the shareholders or directors at any annual, special or regular meeting; provided, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, except as provided in Sections 6 and 7 of this Article IV.

5. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors in office though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until the next shareholders' meeting at which directors are elected and until his or her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders and until his or her successor is elected and qualified.

6. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

7. Removal of Directors. At a special meeting of shareholders called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed, with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of such directors. A director or directors may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of such special meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors, as the case may be.

8. Regular Meetings. Regular meetings of the Board of Directors or any committee may be held without notice at the principal place of business of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors or such committee, as the case may be, may from time to time designate. The annual meeting of the Board of Directors shall be held without notice immediately after adjournment of the annual meeting of shareholders.

9. Special Meetings.

(a) Special meetings of the Board of Directors may be called at any time by the President or by any director, to be held at the principal place of business of the Corporation or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all special meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least two (2) days prior to the date of the meeting, in accordance with the provisions set forth in Article VII of these Bylaws. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.

(b) Special meetings of any committee of the Board of Directors may be called at any time by such person or persons and with such notice as shall be specified for such committee by the Board of Directors, or in the absence of such specification, in the manner and with the notice required for special meetings of the Board of Directors.

10. Waiver of Notice. A director may waive any notice required by law, by the Articles of Incorporation or by these Bylaws before or after the time stated for the meeting, and such waiver shall be equivalent to the giving of such notice. Such waiver must be in writing, signed by the director entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

11. Quorum. A majority of the full Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

12. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken is deemed to have assented to such action unless:

(a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to the holding of, or transaction of business at, the meeting;

(b) the director's dissent or abstention from the action is entered in the minutes if the meeting; or

(c) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right to dissent or abstain is not available to a director who voted in favor of the action taken.

13. Action by Directors Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents setting forth the action taken, signed by each of the directors, or by each of the members of the committee, as the case may be, either before or after the action taken, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Such consent shall have the same effect as a unanimous vote.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a later effective date.

14. Participation by Means of Communications Equipment.

Any or all directors may participate in a regular or special meeting of the Board of Directors (or of a committee thereof) by, or may conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting.

15. Committees.

(a) The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may create an Executive Committee and one or more other committees of directors. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Executive Committee shall have and may exercise all authority of the Board of Directors and, to the extent specified by the Board of Directors, each other committee may exercise the authority of the Board of Directors, except that no committee shall have the authority to:

(i) authorize or approve a distribution except according to a general formula or method prescribed by the Board of Directors;

(ii) approve or propose to shareholders action that by law is required to be approved by shareholders;

(iii) fill vacancies on the Board of Directors or any of its committees;

(iv) amend the Articles of Incorporation;

(v) adopt, amend or repeal these Bylaws;

(vi) approve a plan of merger not requiring shareholder approval; or

(vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board of Directors may authorize a committee (or a senior executive officer of the Corporation) to do so within limits specifically prescribed by the Board of Directors.

(b) The creation of, delegation of authority to or action by a committee does not alone constitute compliance by a director with the standards of conduct required by the Washington Business Corporation Act and these Bylaws.

16. Remuneration. The Board of Directors shall establish by resolution the remuneration, if any, to be paid to the directors, as such, for their service. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

1. Designations. The officers of the Corporation shall be a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary and a Treasurer. Any two or more offices may be held by the same individual.

2. Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

3. Powers and Duties. If the Board appoints persons to fill the following positions, such officers shall have the power and duties set forth below:

(a) Chairman of the Board of Directors: The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and the shareholders, and shall have such other powers as the Board may determine.

(b) The President. The President of the Corporation shall have, subject to the direction and control of the Board of Directors, general control and management of the business affairs and policies of the Corporation. The President shall act as liaison from and as spokesman for the Board of Directors. The President shall participate in long-range planning for the Corporation and shall be available to the other officers of the Corporation for consultation. The President shall possess power to sign all certificates, contracts and other instruments of the Corporation. The President shall perform all such other duties as are incident to the office of President or are properly required by the Board of Directors.

(c) Vice-Presidents. During the absence or disability of the President, the Executive or Senior Vice-Presidents, if any, and the Vice-Presidents, if any, in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

(c) The Secretary. The Secretary shall issue notices for all meetings, except for notices for special meetings of the shareholders and special meetings of the directors which are called by the requisite percentage of shareholders or number of directors, shall keep minutes of all meetings, shall have charge of the seal and the Corporation's books, and shall make such reports and perform such other duties as are incident to the office of Secretary, or are properly required of him or her by the Board of Directors.

(d) The Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

4. Standards of Conduct for Officers.

(a) An officer with discretionary authority shall discharge such officer's duties under that authority:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

5. Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may in its sole discretion select.

6. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

7. Other Officers. The Board of Directors, or a duly appointed officer to whom such authority has been delegated by Board resolution, may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8. Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective date.

9. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

10. Compensation and Contract Rights. The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors. The appointment of an officer shall not of itself create contract rights.

11. Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI

Distributions and Finance

1. Distributions. The Board of Directors may authorize and the Corporation may make distributions to its shareholders;

provided that no distribution may be made if, after giving it effect, either:

(a) The Corporation would not be able to pay its debts as they become due in the usual course of business; or

(b) The Corporation's total assets would be less than the sum of its total liabilities plus the amount which would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

The Board of Directors may authorize distributions to holders of record at the close of business on any business day prior to the date on which the distribution is made. If the Board of Directors does not fix a record date for determining shareholders entitled to a distribution, the record date shall be the date on which the Board of Directors authorizes the distribution.

2. Measure of Effect of a Distribution. For purposes of determining whether a distribution may be authorized by the Board of Directors and paid by the Corporation under Article VI, Section 1 of these Bylaws, the effect of the distribution is measured:

(a) In the case of a distribution of indebtedness, the terms of which provide that payment of principal and interest are made only if and to the extent that payment of a distribution to shareholders could then be made under this section, each payment of principal or interest is treated as a distribution, the effect of which is measured on the date the payment is actually made; or

(b) In the case of any other distribution:

(i) if the distribution is by purchase, redemption, or other acquisition of the Corporation's shares, the effect of the distribution is measured as of the earlier of the date any money or other property is transferred or debt incurred by the Corporation, or the date the shareholder ceases to be a shareholder with respect to the acquired shares;

(ii) if the distribution is of an indebtedness other than described in subsection 2(a) and (b)(i) of this section, the effect of the distribution is measured as of the date the indebtedness is distributed; and

(iii) in all other cases, the effect of the distribution is measured as of the date the distribution is authorized if payment occurs within 120 days after the date of authorization, or the date the payment is made if it occurs more than 120 days after the date of authorization.

3. Depositories. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any shareholder or director must be in writing and may be transmitted by: mail, private carrier or personal delivery; telegraph or teletype; or telephone, wire or wireless equipment which transmits a facsimile of the notice. Written notice by the Corporation to its shareholders shall be deemed effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders. Except as set forth in the previous sentence, written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee.

ARTICLE VIII

Seal

The Corporation may adopt a corporate seal which seal shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors.

ARTICLE IX

Indemnification of Officers, Directors, Employees and Agents

1. Definitions. For purposes of this Article:

(a) "Corporation" includes the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint

venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(c) "Expenses" include counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means: (i) When used with respect to a director, the office of director in the Corporation; and (ii) when used with respect to an individual other than a director, as contemplated in Section 6 of this Article IX, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. Mandatory Indemnification.

(a) The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

(b) Except as provided in subsection (e) of this Section 2, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

- (i) The individual acted in good faith; and
- (ii) The individual reasonably believed:

(A) In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests;

(B) In all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and

(iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b)(ii) of this Section 2.

(d) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

(e) The Corporation shall not indemnify a director under this Section 2:

(i) In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(ii) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(f) Indemnification under this Article IX, Section 2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

3. Advance for Expenses.

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(i) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article IX; and

(ii) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to

repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

(b) The undertaking required by subsection (a)(i) of this Section 3 must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

4. Court-Ordered Indemnification. A director of the Corporation who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary, may order indemnification or advance of expenses if it determines:

(a) The director is entitled to mandatory indemnification under Section 2 of this Article IX, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification;

(b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 of this Article IX, or was adjudged liable as described in Section 2(e) of this Article IX, but if the director was adjudged so liable, the director's indemnification is limited to reasonable expenses incurred; or

(c) In the case of an advance of expenses, the director is entitled pursuant to the Articles of Incorporation, Bylaws, or any applicable resolution or contract, to payment or reimbursement of the director's reasonable expenses incurred as a party to the proceeding in advance of final disposition of the proceeding.

5. Determination and Authorization of Indemnification.

(a) The Corporation shall not indemnify a director under this Article IX unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 2(b) of this Article IX.

(b) The determination shall be made:

(i) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under (i) of this subsection, by majority vote of a committee duly designated by the Board of Directors, in which designation directors who are

parties may participate, consisting solely of two or more directors not at the time parties to the proceeding;

(iii) By special legal counsel:

(A) Selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii) of this subsection; or

(B) If a quorum of the Board of Directors cannot be obtained under (i) of this subsection and a committee cannot be designated under (ii) of this subsection, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

(iv) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b) (iii) of this Section to select counsel.

6. Indemnification of Officers, Employees, and Agents.

(a) An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 2 (a) of this Article IX, and is entitled to apply for court-ordered indemnification under Section 4 of this Article IX, in each case to the same extent as a director; and

(b) An officer of the Corporation who is not a director is entitled to mandatory indemnification in a proceeding by or in the right of the Corporation in which the officer is adjudged liable to the Corporation or its shareholders for monetary damages except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the officer, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the officer will personally receive a benefit in money, property or services to which the officer is not legally entitled; and

(c) The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a director to the same extent as to a director under this Article IX.

(d) The Corporation may also indemnify and advance expenses to an officer, employee, or agent who is not a director to the

extent, consistent with law, that may be provided by a general or specific action of its Board of Directors, or contract.

7. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article IX.

8. Indemnification as a Witness. This Article IX does not limit a Corporation's power to pay or reimburse expenses incurred by a director in connection with the director's appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

9. Report to Shareholders. If the Corporation indemnifies or advances expenses to a director pursuant to this Article IX in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.

10. Shareholder Authorized Indemnification.

(a) If authorized by a resolution adopted or ratified, before or after the event, by the shareholders of the Corporation, the Corporation shall have the power to indemnify or agree to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations contained in this Article IX (other than this Section 10); provided that no such indemnity shall indemnify any director from or on account of:

(i) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;

(ii) Conduct of the director finally adjudged to be an unlawful distribution under RCW 23B.08.310; or

(iii) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

(b) Unless a resolution adopted or ratified by the shareholders of the Corporation provides otherwise, any

determination as to any indemnity or advance of expenses under subsection (a) of this Section 10 shall be made in accordance with Section 5 of this Article IX.

11. Validity of Indemnification. A provision addressing the Corporation's indemnification of or advance for expenses to directors that is contained in these Bylaws, a resolution of its shareholders or Board of Directors, or in a contract or otherwise, is valid only if and to the extent the provision is consistent with RCW 23B.08.500 through 23B.08.580.

12. Savings Clause. If this Article IX or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify each director as to reasonable expenses and liabilities with respect to any proceeding, whether or not brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article IX that shall not have been invalidated, or by any other applicable law.

ARTICLE X

Books and Records

The Corporation shall maintain appropriate accounting records and shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of the shares held by each. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

The Corporation shall keep a copy of the following records at its principal office:

1. The Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;

2. The Bylaws or Restated Bylaws and all amendments thereto currently in effect;

3. The minutes of all shareholders' meetings, and records of all actions taken by shareholders without a meeting, for the past three years;

4. Its financial statements for the past three years, including balance sheets showing in reasonable detail the

financial condition of the Corporation as of the close of each fiscal year, and an income statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein;

5. All written communications to shareholders generally within the past three years;

6. A list of the names and business addresses of its current directors and officers; and

7. Its most recent annual report delivered to the Secretary of State of Washington.

ARTICLE XI

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors; and shall keep at its registered office or principal place of business, a record of its shareholders, giving the names and address of all shareholders and the number and class of the shares held by each.

ARTICLE XII

Amendments

1. By Shareholders. These Bylaws may be amended or repealed by the shareholders in the manner set forth in Article II Section 9 of these Bylaws at any regular or special meeting of the shareholders.

2. By Directors. The Board of Directors shall have power to amend or repeal the Bylaws of, or adopt new bylaws for, the Corporation. However, any such Bylaws, or any alteration, amendment or repeal of the Bylaws, may be subsequently changed or repealed by the holders of a majority of the stock entitled to vote at any shareholders' meeting.

3. Emergency Bylaws. The Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the shareholders, which shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States, any state of emergency declared by

the federal government or any subdivision thereof, or any other catastrophic event.

Adopted by resolution of the Corporation's Board of Directors on February 21, 1991.


Lynn Edelstein Du Bey
Secretary

**ANNUAL REPORTS
& LICENSES**

PETE T. CENARRUSA
SECRETARY OF STATE
STATE CAPITOL
BOISE, IDAHO

Department of State

AMENDED CERTIFICATE OF AUTHORITY
OF

NORTHERN COMMERCIAL COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NORTHERN COMMERCIAL COMPANY for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to SC DISTRIBUTION CO. to transact business in this State under the name SC DISTRIBUTION CO. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: March 8, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

NORTHERN COMMERCIAL COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NORTHERN COMMERCIAL COMPANY for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to SC DISTRIBUTION CO. to transact business in this State under the name SC DISTRIBUTION CO. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: March 8, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shelly J. Clark

COPY

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on July 25 19 90, authorizing it to transact business in the State of Idaho under the name of Northern Commercial Company
2. Its corporate name has been changed to SC Distribution Co.
(Note: If the corporation name has not been changed, insert "No change.")
3. The name which it shall use hereafter in the State of Idaho is SC Distribution Co.
4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:
No change.

(Note: If no additional purposes are proposed, insert "No change.")

Dated January 12, 1994

SC DISTRIBUTION CO.

(Corporation Name)

By

Gerhardt Morrison
Its President/Vice President (please specify)

and

Richard A. Shurtz
Its Secretary/Assistant Secretary (please specify)

STATE OF Washington)
COUNTY OF King) ss:

I, Suzanne S. Yoshitome, a notary public, do hereby certify that on this 17th day of January, 19 94, personally appeared before me Gerhardt Morrison, who being by me first duly sworn,

declared that (s)he is the Vice President of SC Distribution Co.

IDAHO SECRETARY OF STATE
19940308 0900 61082 1
CK #: 275570 CUST# 30253
CORP 1@ 10.00

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

IDAHO SECRETARY OF STATE
19940222 0900 57427 2
CK #: 274144 CUST# 30253
CORP 1@ 20.00 = 20.00

: C

Suzanne S. Yoshitome
Notary Public

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

**AMENDED CERTIFICATE
OF
AUTHORITY**

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of an Application for an Amended Certificate of Authority to transact business in this state, duly signed and verified pursuant to the provisions of the Alaska Corporations Code, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Amended Certificate of Authority to

NORTHERN COMMERCIAL COMPANY

and attaches hereto a duplicate original of the Application for such Amended Certificate changing the corporate name under which it transacts business in this state to

SC DISTRIBUTION CO.



08-134 (Rev. 4/89)
5848M-1

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
February 4, 1994.

Paul Fuhs
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

Issued By: Corporations Section, P.O. Box 110808, Juneau, Alaska 99811-0808, Telephone (907) 465-2530

STATE OF ALASKA

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Filed for Record
State of Alaska

FEB 04 1994

Department of Commerce
and Economic Development

Pursuant to the provisions of Section 10.06.738 of the Alaska Corporations Code, the undersigned corporation applies for an amended certificate of authority to transact business in Alaska.

1. A certificate of authority was issued to this corporation by the Alaska Department of Commerce and Economic Development on September 28, 1978, authorizing it to transact business in Alaska under the name of Northern Commercial Company.

2. The corporate name has been changed to SC Distribution Co.

3. The name which it elects to use in Alaska is SC Distribution Co.

4. The corporation desires to pursue in the transaction of business in Alaska other or additional purposes than those set forth in its prior application for certificate of authority, as follows: No Change.

Date: January 17, 1994

SC DISTRIBUTION CO.

Name of Corporation

By

Berhardt Morrison

Its President or Vice President

and

Richard Burtee

Its Secretary or Assistant Secretary

I, Suzanne L. Ypschitome, a notary public, do hereby certify that on January 17th 1994, personally appeared before me Berhardt Morrison who being by me first duly sworn, declared that he/she is the Vice President of SC Distribution Co., that he/she signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Suzanne L. Ypschitome
Notar Public

My mmission Expires: 9-29-97

Instructions:

1. Enter the corporate name currently on file in Alaska in No. 1.
2. If the corporate name has changed, a certificate of good standing under the new name must be submitted with the application.
3. If the corporate name has not changed, insert "No Change" in No. 2.
4. If the new corporate name is unavailable for use in Alaska, insert the name the corporation elects to use in No. 3.
5. A corporate name must contain the words "corporation," "company," "incorporated," "limited," or an abbreviation of one of these words.
6. If no other or additional purpose is proposed, insert "No Change" in No. 4.

MAIL THE ORIGINAL AND AN EXACT COPY OF THE APPLICATION ALONG WITH THE \$15.00 FILING FEE TO:

Department of Commerce and Economic Development
Corporations Section
P.O. Box D-CORP
Juneau, Alaska 99811
(907) 465-2530

08-167 (6/89)

CONFIDENTIAL BUSINESS INFORMATION - DO NOT DISCLOSE

SKN002394

**SECRETARY OF STATE
STATE OF MONTANA**



**Mike Cooney
Secretary of State**

February 18, 1994

**Montana State Capitol
PO Box 202801
Helena, MT 59620-2801**

Karin C. Buss
Perkins Coie
1201 Third Ave., 40th Floor
Seattle, WA 98101-3099

Re: NORTHERN COMMERCIAL COMPANY, a
Washington profit corporation
Changing its name --
SC DISTRIBUTION CO.
Filed - February 16, 1994
File F 21697 - 219693

Dear Ms. Buss:

Enclosed please find the filed Application for Amended Certificate of Authority for NORTHERN COMMERCIAL COMPANY, a Washington corporation changing its name to SC DISTRIBUTION CO.. If you need to reference this filing for any reason, please refer to file F21697 - 219693.

It has been a pleasure to have served you. If I can be of further help to you, just let me know.

Sincerely,

A handwritten signature in blue ink that reads "Mike Cooney".

MC:cb
Enclosure

Reception: (406) 444-2034 - Business Services Bureau: 444-3665 - Elections Bureau: 444-4732
Administrative Rules Bureau: 444-2055 - Records Management Bureau (1320 Bozeman Avenue): 444-2716
Fax: 444-3976

Prepare, execute and submit in one original and one copy.

TO: MIKE COONEY
Secretary of State
State Capitol
Helena, MT 59620



Filing Fee: \$15.00

F21679

STATE OF MONTANA APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF FOREIGN CORPORATION

For the purpose of amending its original application for certificate of authority with the State of Montana to transact business or conduct affairs in Montana, according to 35-1-1029, MCA (profit) or 35-2-823, MCA (nonprofit), the undersigned submits the following statements of fact to the Secretary of State and attaches a Certificate of Existence duly certified and issued under a current date by the Secretary of State of the State of its jurisdiction with the Great Seal affixed.

1. A certificate of authority was issued to the corporation by the Secretary of State of Montana on September 6, 1990, authorizing it to transact business or conduct affairs in Montana under the current name of Northern Commercial Company
2. The corporate name has been changed to SC Distribution Co.
(If a profit the name must contain "corporation", "company", "incorporated", "limited", or abbreviation of such.)
3. Its period of duration has changed from _____ to _____
4. Its state or country of jurisdiction has changed from _____ to _____
5. If the corporation was involved in a merger or consolidation, the name of the surviving corporation is _____
(Both entities must be qualified)
and its state of jurisdiction is _____
6. If a nonprofit corporation, its designation has changed from _____ to _____
(Either Public Benefit Corporation, Mutual Benefit Corporation or Religious Corporation)

WARNING

"PENALTIES IMPOSED UPON OFFICERS AND DIRECTORS. The execution of any document required to be filed with the Secretary of State constitutes an affirmation, under penalties of false swearing, by each person executing the document that the facts stated therein are true." (Section 35-1-428, MCA)

SC DISTRIBUTION CO.

(exact name of corporation)

By

Gerhardt Morrison

(signature of officer or chairman of board)

Vice President

(title)

GERHARDT MORRISON

(printed name of individual signing)

Dated

January 12

, 1994

SECRETARY
of STATE



RECEIVED

JUL 3 1990

N C MACHINERY CO.
OFFICE OF GENERAL COUNSEL

Corporations Division
2nd Floor, Republic Bldg.
505 E. Union
Olympia, WA 98504
Information (206) 753-7115
Receptionist (206) 753-7120

TO: THE TRADEMARK REGISTRANT

Attached is your copy of the Certificate of Registration evidencing the trademark recently filed with this office.

It is essential that you keep this office informed of any address changes. Renewal forms mailed by this office six months prior to expiration will be sent to the address of record.

REGISTRATION OF A MARK IN WASHINGTON STATE

Registration of a mark does not create property rights, it is use of the mark which establishes that fact. The trademark filing provides public notice that you believe you are the only person ("person" includes a corporation or partnership) who has a right to use the mark in connection with those goods or services listed on the application. However, the registration of a trademark is helpful in providing proof of date of first use.

ssf 71(11/87)

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SECRETARY of STATE



CERTIFICATE REGISTRATION OF TRADEMARK

*I, Ralph Munro, Secretary of State of the State of Washington
and custodian of the Seal of said State, do hereby certify to the following
Trademark Registration:*

(Departmental Use Only)

FILE #: 19880 ISSUE DATE: 06/25/1990 EXPIRATION DATE: 06/25/2000

- (1) Name of Registrant: NORTHERN COMMERCIAL COMPANY
 - (a) If partnership, names of partners: _____
 - (b) If corporation, state of incorporation: WASHINGTON
- (2) Business address of Registrant:
 17035 W VALLEY HWY
SEATTLE WA 98188

- (3) Description of the trademark exactly as it is registered and as shown in the attached specimen: A RED FLAG WITH THE INITIALS "N C" FOLLOWED BY THE WORDS: N C MACHINERY CO. POWER SYSTEMS

- (4) The single classification number which best describes the goods or services this trademark is used with: 9
- (5) The actual goods or services with which the trademark is used are: GOODS-POWER SYSTEM COMPONENTS, INCLUDING ENGINES AND GENERATORS, RELATED EQUIPMENT, PARTS & SUPPLIES, RELATED BUSINESS DOCUMENTS, ADVERTISING AND INFORMATION MATERIALS. SERVICES-MAINTENANCE & REPAIR OF POWER SYSTEMS COMPONENTS.
- (6) Date trademark first used in Washington by registrant or his/her predecessor in business: 1/1/90
- (7) Date trademark first used anywhere: 1/1/90

19880
NC N C MACHINERY CO.
Power Systems

*In Testimony Whereof, I have hereunto
set my hand and affixed hereto the Seal
of the State of Washington. Done at the
Capitol this 29th day of June 19 90.*

Ralph Munro

RALPH MUNRO, Secretary of State

ssf 51 (R 4/83)

SECRETARY of STATE



CERTIFICATE REGISTRATION OF TRADEMARK

I, Ralph Munro, Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify to the following Trademark Registration:

FILE #: 19881 (Departmental Use Only) ISSUE DATE: 06/25/1990 EXPIRATION DATE: 06/25/2000

- (1) Name of Registrant: NORTHERN COMMERCIAL COMPANY
- (a) If partnership, names of partners: _____
- (b) If corporation, state of incorporation: WASHINGTON
- (2) Business address of Registrant:
17035 W VALLEY HWY
SEATTLE WA 98188
- (3) Description of the trademark exactly as it is registered and as shown in the attached specimen: A RED FLAG WITH THE INITIALS "N C" FOLLOWED BY WORDS WHICH APPEAR IN A YELLOW BLOCK. THOSE WORDS ARE: N C MACHINERY CO. POWER SYSTEMS
- (4) The single classification number which best describes the goods or services this trademark is used with: 9
- (5) The actual goods or services with which the trademark is used are: POWER SYSTEM COMPONENTS, INCLUDING ENGINES AND GENERATORS, RELATED EQUIPMENT, PARTS & SUPPLIES, RELATED BUSINESS DOCUMENTS, ADVERTISING AND INFORMATION MATERIALS. MAINTENANCE & REPAIR OF POWER SYSTEM COMPONENTS.
- (6) Date trademark first used in Washington by registrant or his/her predecessor in business: 1/1/90
- (7) Date trademark first used anywhere: 1/1/90

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol this 29th day of June 19⁹⁰.

Ralph Munro

RALPH MUNRO, Secretary of State



N C MACHINERY CO.
Power Systems



STATE OF
WASHINGTON

REGISTRATIONS AND LICENSES

UNIFIED BUSINESS ID #: 600 301 867
BUSINESS ID #: 001

EXPIRES : 07-31-1994

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA 98188

DOMESTIC PROFIT CORPORATION
RENEWED BY AUTHORITY OF SECRETARY OF STATE

REGISTERED TRADE NAMES:
N C ENGINE POWER
N C MACHINERY CO.
N C MACHINERY CO. POWER SYSTEMS
N C MARINE CO.
N C MARINE

The above entity has been issued the business registrations or licenses listed
DEPARTMENT OF LICENSING, BUSINESS LICENSE SERVICES,
P.O. BOX 9034 OLYMPIA, WA 98507-9034 (206) 753-4401

Kathy Rose Priest
Secretary
Department of Licensing

PR0002879



STATE OF
WASHINGTON

REGISTRATIONS AND LICENSES

UNIFIED BUSINESS ID #: 600 301 867
BUSINESS ID #: 001
LOCATION: 0001

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

NORTHERN COMMERCIAL COMPANY
N C MACHINERY CO.
17035 W VALLEY HWY
TUKWILA WA 98188

TAX REGISTRATION

REGISTERED TRADE NAMES:
N C ENGINE POWER
N C MACHINERY CO.
N C MACHINERY CO. POWER SYSTEMS
N C MARINE
N C MARINE CO.

The above entity has been issued the business registrations or licenses listed
DEPARTMENT OF LICENSING, BUSINESS LICENSE SERVICES,
P.O. BOX 9034 OLYMPIA, WA 98507-9034 (206) 753-4401

Mary Rueland
Director, Department of Licensing

PR0002120

EXPIRATION DATE

UBI NUMBER 600 301 867 001 0001

NORTHERN COMMERCIAL COMPANY
N C MACHINERY CO.
17035 W VALLEY HWY
TUKWILA WA 98188
TAX REGISTRATION

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DETACH THIS SECTION FOR YOUR WALLET
The information printed here serves as notice that the
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STATE OF
WASHINGTON

REGISTRATIONS AND LICENSES

UNIFIED BUSINESS ID #: 600 301 867
BUSINESS ID #: 001

EXPIRES : 07-31-1994

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

SC DISTRIBUTION CO.
17035 W VALLEY HWY
TUKWILA WA 98188

DOMESTIC PROFIT CORPORATION
RENEWED BY AUTHORITY OF SECRETARY OF STATE

The above entity has been issued the business registrations or licenses listed
DEPARTMENT OF LICENSING, BUSINESS & PROFESSIONS DIVISION,
P.O. BOX 9034 OLYMPIA, WA 98507-9034 (206) 753-4401

Kathy Barros Giest
Director, Department of Licensing

ZB0002524

EXPIRATION DATE
07-31-1994

UBI NUMBER
600 301 867 001

SC DISTRIBUTION CO.
17035 W VALLEY HWY
TUKWILA WA 98188

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STATE OF
WASHINGTON

LICENSES AND REGISTRATIONS

UNIFIED BUSINESS ID #: 600 301 867
BUSINESS ID #: 001

EXPIRES : 07-31-1992

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA 98188

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Mary Faulk
Director, Department of Licensing

DOMESTIC PROFIT CORPORATION
RENEWED BY AUTHORITY OF SECRETARY OF STATE

REGISTERED TRADE NAMES:

N C ENGINE POWER
N C ENGINE POWER
N C MACHINERY CO.
N C MACHINERY CO. POWER SYSTEMS
N C MACHINERY CO.
N C MARINE CO.
N C MARINE

DEPARTMENT OF LICENSING, BUSINESS LICENSE SERVICES, OLYMPIA, WA 98504
TOLL FREE 800-562-8203 (206)753-4401

**DETACH THIS SECTION
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UBI NUMBER

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001

EXPIRATION DATE

07-31-1992

NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA

REGISTRATIONS OR LICENSES

98188

DOMESTIC PROFIT CORPORATION



STATE OF WASHINGTON
DEPARTMENT OF LICENSING

211 12th Avenue S.E., PB-01 • Olympia, Washington 98504 • (206) 753-6918

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JUL 16 1990

N C MACHINERY CO.
OFFICE OF GENERAL COUNSEL

Dear Licensee:

Enclosed is your master license which shows your corporate endorsement and expiration date. If you were previously issued a master license, destroy the expired license and replace it with the new one.

Our office will mail a renewal notice to your registered office address four to six weeks prior to the expiration date indicated on the license. To be sure your renewal notice is delivered to its correct address, contact the Business License Services or the Office of the Secretary of State if a change in the registered agent name or registered office address is necessary.

If you have questions about your master license, its renewal, or other licensing requirements, please contact our office at one of the telephone numbers listed below.

Calling from out of state or the Olympia Area: (206) 753-4401.
Calling from within Washington toll-free 800-562-8203.

Enclosure



STATE OF
WASHINGTON

LICENSES AND REGISTRATIONS

UNIFIED BUSINESS ID #: 600 301 867
BUSINESS ID #: 001

EXPIRES : 07-31-1991

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

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TUKWILA WA 98188

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Director, Department of Licensing

DOMESTIC PROFIT CORPORATION
RENEWED BY AUTHORITY OF SECRETARY OF STATE

REGISTERED TRADE NAMES:
N C MACHINERY CO.
N C MACHINERY CO. POWER SYSTEMS

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NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA
98188

REGISTRATIONS OR LICENSES

DOMESTIC PROFIT CORPORATION



STATE OF
WASHINGTON

LICENSES AND REGISTRATIONS

UNIFIED BUSINESS ID #: 600 301 867
BUSINESS ID #: 001
LOCATION: 0001

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

NORTHERN COMMERCIAL COMPANY
N C MACHINERY CO.
17035 W VALLEY HWY
TUKWILA WA 98188

I certify that the above entity has been issued the business registrations or licenses listed below:

Mary Faulk
Director, Department of Licensing

TAX REGISTRATION

REGISTERED TRADE NAMES:
N C MACHINERY CO. POWER SYSTEMS
N C MACHINERY CO.

DEPARTMENT OF LICENSING, BUSINESS LICENSE SERVICES, OLYMPIA, WA 98504
TOLL FREE 800-562-8203 (206)753-4401

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001 0001

EXPIRATION DATE

NORTHERN COMMERCIAL COMPANY
N C MACHINERY CO.
17035 W VALLEY HWY
TUKWILA WA
98188

REGISTRATIONS OR LICENSES

TAX REGISTRATION



STATE OF WASHINGTON
DEPARTMENT OF LICENSING

211 12th Avenue S.E., PB-01 • Olympia, WA 98504-8001 • (206) 753-6918

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JUN 28 1990

N C MACHINERY CO.
OFFICE OF GENERAL COUNSEL

Dear Business Person:

We are pleased to send you a Registration and Licenses document which lists the registrations and licenses you have acquired through our "one-stop" service. Please post the new license in a visible place.

The new license may have been issued as a result of changes to your account. If you were issued a license before, destroy the old one and post the new one in its place.

Your license lists both one-time registrations and renewable licenses. If your licenses are renewable, the expiration date appears in the upper right hand corner. We will mail a renewal notice four to six weeks before that date.

Please let us know if there are any changes in your business name, location, mailing address, telephone number, or ownership.

Your business may require additional licenses. For example, contractors need to obtain their contractor's license from the Department of Labor and Industries. If you need details on licensing requirements for your business, call Business License Services. State agencies you are now registered with through our "one-stop" service will contact you about how to comply with the laws relating to your business, how to file tax returns and other reports.

You may be interested in the many state programs offered by Washington State's new Business Assistance Center. These include business planning, exporting, tax incentives, employment, recruitment and training. Their toll-free number is 1-800-237-1233.

If you have any questions, please call our toll-free number listed below.

Department of Licensing
Business License Services
Olympia, Washington 98504-8006

In state: 1-800-562-8203
Out of state: (206) 753-4401

Enclosures



STATE OF WASHINGTON
DEPARTMENT OF LICENSING

Highways-Licenses Building • Olympia, WA 98504 • (206) 753-6918

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MAY 14 1990

**N C MACHINERY CO.
OFFICE OF GENERAL COUNSEL**

Dear Licensee:

Enclosed is your master license which shows your corporate endorsement and expiration date. If you were previously issued a master license, destroy the expired license and replace it with the new one.

Our office will mail a renewal notice to your registered office address four to six weeks prior to the expiration date indicated on the license. To be sure your renewal notice is delivered to its correct address, contact the Business License Services or the Office of the Secretary of State if a change in the registered agent name or registered office address is necessary.

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Calling from out of state or the Olympia Area: (206) 753-4401.
Calling from within Washington toll-free 800-562-8203.

Enclosure



STATE OF
WASHINGTON

LICENSES AND REGISTRATIONS

UNIFIED BUSINESS ID #: 600 301 867
BUSINESS ID #: 001

EXPIRES : 07-31-1990

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA 98188

I certify that the above entity has been issued the business registrations or licenses listed below:

Mary Faulk
Director, Department of Licensing

DOMESTIC PROFIT CORPORATION
RENEWED BY AUTHORITY OF SECRETARY OF STATE

REGISTERED TRADE NAMES:
N C MACHINERY CO. POWER SYSTEMS

DEPARTMENT OF LICENSING, BUSINESS LICENSE SERVICES, OLYMPIA, WA 98504
TOLL FREE 800-562-8203 (206)753-4401

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600 301 867
001

EXPIRATION DATE

07-31-1990

NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA
98188

REGISTRATIONS OR LICENSES

DOMESTIC PROFIT CORPORATION



STATE OF
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17035 W VALLEY HWY
TUKWILA WA
98188

REGISTRATIONS OR LICENSES

.....
DOMESTIC
PROFIT CORPORATION



STATE OF WASHINGTON
DEPARTMENT OF LICENSING

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RECEIVED

JUL 25 1989

N C MACHINERY CO.
OFFICE OF GENERAL COUNSEL

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Calling from out of state or the Olympia Area: (206) 753-4401.
Calling from within Washington toll-free 800-562-8203.

Enclosure



STATE OF
WASHINGTON

MASTER LICENSE

MASTER LICENSE NUMBER: 000 037 200
BUSINESS ID #: 001

EXPIRES : 07-31-1989

ORGANIZATION TYPE
DOMESTIC PROFIT CORPORATION

NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA 98188

I certify that the above entity has been issued the business registrations or licenses listed below:

Director, Department of Licensing

DOMESTIC PROFIT CORPORATION
RENEWED BY AUTHORITY OF SECRETARY OF STATE

DEPARTMENT OF LICENSING, BUSINESS LICENSE SERVICES, OLYMPIA, WA 98504
TOLL FREE 800-562-8203 (206) 753-4401

**DETACH THIS SECTION
OF YOUR MASTER LICENSE**

**The information printed here serves
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MASTER LICENSE NUMBER

EXPIRATION DATE

000 037 200
001

07-31-1989

NORTHERN COMMERCIAL COMPANY
17035 W VALLEY HWY
TUKWILA WA

REGISTRATIONS OR LICENSES 98188

DOMESTIC
PROFIT CORPORATION

BYLAWS

EXHIBIT C

BYLAWS

OF

NORTHERN COMMERCIAL COMPANY

ARTICLE I

Offices

(1) Registered Office and Registered Agent: The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

(2) Other Offices: The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II

Shareholders' Meetings

(1) Meeting Place: All meetings of the shareholders shall be held at the registered office of the corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

(2) Annual Meeting: The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held each year on the second Thursday in February at the hour of 9:00 A.M. if not a legal holiday, and if a legal holiday, then on the day following, at the same hour.

(3) Special Meetings: Special meetings of the shareholders for any purpose may be called at any time by any member of the Board of Directors.

(4) Notice:

(a) Notice of the time and place of the annual meeting of shareholders shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten days, and not more than fifty days, prior to the meeting.

(b) At least ten days and not more than fifty days prior to the meeting, written or printed notice of each special meeting of shareholders, stating the place, day and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed.

(5) Voting List: At least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, shall be made, arranged in alphabetical order, with the address of and number of shares held by each, which list shall be kept on file at the registered office of the corporation for a period of ten days prior to such meeting. The list shall be kept open at the time and place of such meeting for the inspection of any shareholder.

(6) Quorum: Except as otherwise required by law:

(a) A quorum at any annual or special meeting of shareholders shall consist of shareholders representing, either in person or by proxy, a majority of the outstanding capital stock of the corporation, entitled to vote at such meeting.

(b) The votes of a majority in interest of those present at any properly called meeting or adjourned meeting of shareholders at which a quorum as in this paragraph defined is present, shall be sufficient to transact business.

(7) Proxies: A shareholder may vote either in person or by proxy executed in writing by the shareholder, or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

(8) Action by Shareholders without a Meeting: Any action required or which may be taken at a meeting of shareholders of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of shareholders.

(9) Waiver of Notice: A waiver of any notice required to be given any shareholder, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

ARTICLE III

Stock

(1) Certificates: Certificates of stock shall be issued in numerical order, and each shareholder shall be entitled to a certificate signed by the President and the Secretary and may be sealed with the seal of the corporation or a facsimile thereof.

(2) Transfers: Transfers of stock shall be made only upon the stock transfer books of the corporation, kept at the registered office of the corporation or at its principal place of business, and before a new certificate is issued the old certificate shall be surrendered for cancellation.

(3) Registered Owner: Registered shareholders only shall be entitled to be treated by the corporation as the holders in fact of the stock standing in their respective names and the corporation shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Washington.

(4) Mutilated, Lost or Destroyed Certificates: In case of any mutilation, loss or destruction of any certificate of stock, another may be issued in its place on proof of such mutilation, loss or destruction. The Board of Directors may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the corporation in such sum as they might determine or establish such other procedures as they deem necessary.

(5) Shares of Another Corporation: Shares owned by the corporation in another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Board of Directors may determine or, in the absence of such determination, by the President of the corporation.

ARTICLE IV

Board of Directors

(1) Number and Powers: The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of four (4) persons, who shall be elected for a term of one year, and shall hold office until their successors are elected and qualify. Directors

need not be shareholders or residents of the State of Washington. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

(2) Change of Number: The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

(3) Vacancies: All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

(4) Regular Meetings: Regular meetings of the Board of Directors may be held without notice at the registered office of the corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held without notice immediately after the adjournment of the annual meeting of shareholders.

(5) Special Meetings: Special meetings of the Board of Directors may be called at any time by any director, to be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

(6) Notice: Notice of all special meetings of the Board of Directors shall be given to each director by three (3) day's notice of the same by telegram or personally, or five (5) day's notice by mail. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

(7) Quorum: A majority of the whole Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business.

(8) Waiver of Notice: Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of

objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

(9) Action by Directors Without a Meeting: Any action required or which may be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

(10) Action of Directors by Communications Equipment: Any action required or which may be taken at a meeting of directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

ARTICLE V

Officers

(1) Designations: The officers of the corporation shall be a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary and a Treasurer, who shall be elected for one year by the directors at their annual meeting, and who shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

(2) The Chairman of the Board of Directors: The Chairman of the Board of Directors shall preside at all meetings of the shareholders and directors, and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

(3) The President: During the absence or disability of the Chairman of the Board of Directors, the President shall preside at all meetings of shareholders and directors. The President shall be the Chief Executive Officer of the corporation and shall have general supervision of the affairs of the corporation, and shall perform all such other duties as are incident to his office or are properly required of him by the Board of Directors.

(4) Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

(5) Other Officers: The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

ARTICLE VI

Dividends and Finance

(1) Dividends: Dividends may be declared by the Board of Directors and paid by the corporation out of the unreserved and unrestricted earned surplus of the corporation, or out of the unreserved and unrestricted net earnings of the current fiscal year and the next preceding fiscal year, subject to the conditions and limitations imposed by the State of Washington. The stock transfer books may be closed for the payment of dividends during such periods of not exceeding fifty days, as from time to time may be fixed by the Board of Directors. The Board of Directors, however, without closing the books of the corporation, may declare dividends payable only to the holders of record at the close of business, on any business day not more than fifty days prior to the date on which the dividend is paid.

(2) Depositaries: The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any shareholder or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his last known address in the records of the corporation, with postage thereon prepaid.

ARTICLE VIII

Seal

The corporate seal of the corporation shall be in the form of a circle and contain the name of the corporation and its year of origin.

ARTICLE IX

Indemnification of Officers, Directors, Employees and Agents

(1) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

(2) The corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably

entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, trustee, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (1) and (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under subsections (1) or (2) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (1) or (2). Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

(5) Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (4) upon receipt of an undertaking by or on behalf of the director, trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(6) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) Upon the majority vote of a quorum of the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint

venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation shall have indemnified him against such liability under the provisions of this Article.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors; and shall keep at its registered office or principal place of business, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each.

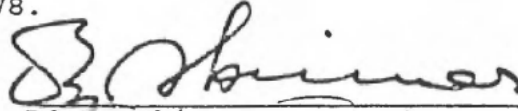
ARTICLE XI

Amendments

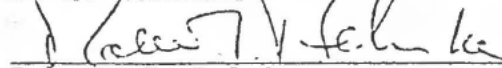
(1) By Shareholders: These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the voting stock issued and outstanding at any regular or special meeting of the shareholders.

(2) By Directors: The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this corporation. However any such Bylaws, or any alteration, amendment or repeal of the Bylaws, may be changed or repealed by the holders of a majority of the stock entitled to vote at any shareholders' meeting.

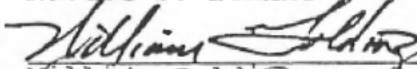
Adopted by resolution of the corporation's Board of Directors on September 8, 1978.



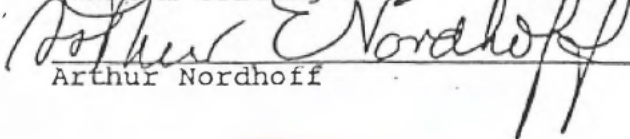
Dr. E. Skinner



Robert J. Behnke



William Golding



Arthur Nordhoff

9.8.78

DIRECTORS

AMENDMENT TO BYLAWS

Date of Amendment: December 12, 1980

RESOLVED, that Article IV paragraph 1 of the Bylaws is hereby amended to read as follows:

(1) Numbers and Powers: The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of seven (7) persons, who shall be elected for a term of one year, and shall hold office until their successors are elected and qualify. Directors need not be shareholders or residents of the State of Washington. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

AMENDMENT TO BYLAWS

Date of Amendment: February 12, 1985

RESOLVED, that Article IV paragraph 1 of the Bylaws is hereby amended to read as follows:

(1) Number and Powers: The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of a minimum of three (3) and maximum of ten (10) persons who shall be elected for a term of one year, and shall hold office until their successors are elected and qualify. Directors need not be shareholders or residents of the State of Washington. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

AMENDMENT TO BYLAWS

Date of Amendment: January 30, 1986

RESOLVED, that Article IV is hereby amended to add the following paragraph (11):

(11) Executive and Other Committees: Standing or temporary committees may be appointed from its own number by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. It shall have and exercise all of the authority of the Board of Directors, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease or exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending these Bylaws. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

AMENDMENT TO THE BYLAWS
OF
NORTHERN COMMERCIAL COMPANY

The following is an amendment to the Bylaws of NORTHERN COMMERCIAL COMPANY as adopted and approved by the Board of Directors on July 15, 1987.

The Bylaws are hereby amended by striking out ARTICLE IX thereof and substituting therefor a new ARTICLE IX to read as follows:

ARTICLE IX
Indemnification of Officers, Directors,
Employees and Agents

(1) Definitions:

As used in this Article:

(a) "Action" means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.

(b) "Another Enterprise" means a corporation (other than the Corporation), partnership, joint venture, trust, association, committee, employee benefit plan or other group or entity.

(c) "Corporation" means NORTHERN COMMERCIAL COMPANY and any predecessor to it and any constituent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger.

(d) "Director or Officer" means each person who is serving or who has served as a director or officer of the Corporation or, at the request of the Corporation, as a director, officer, employee, partner, trustee or agent of Another Enterprise.

(e) "Indemnatee" means each person who was, is or is threatened to be made a party to or is involved (including without limitation, as a witness) in an Action because the person is or was a Director or Officer of the Corporation.

(f) "Loss" means loss, liability, expenses (including attorneys' fees), judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement, actually and reasonably incurred or suffered by an Indemnatee in connection with an Action.

(2) Right to Indemnification: The Corporation shall indemnify and hold each Indemnatee harmless against any and all Loss except for Losses arising out of: (a) the Indemnatee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law, (b) the Indemnatee's approval of certain distributions or loans which are finally adjudged to be in violation of RCW 23A.08.450, or (c) any transaction in which it is finally adjudged that the Indemnatee personally received a benefit in money, property or services to which the Indemnatee was not legally entitled. Except as provided in Section 4 of this Article, the Corporation shall not indemnify an Indemnatee in connection with an Action (or part thereof) initiated by the Indemnatee unless such Action (or part thereof) was authorized by the board of directors of the Corporation. If, after the effective date of this Article, the Washington Business Corporation Act is amended to authorize further indemnification of directors or officers, then Directors and Officers of this Corporation shall be indemnified to the fullest extent permitted by the Washington Business Corporation Act, as so amended.

(3) Burden of Proof and Procedure for Payment:

(a) The Indemnatee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (including a claim for expenses incurred in defending any Action in advance of its final disposition, where the undertaking in (b) below has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the Indemnatee is so entitled.

(b) The right to indemnification conferred in this Article shall include the right to be paid by the Corporation all expenses (including attorneys' fees) incurred in defending any Action in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of an Action shall be made upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Article or otherwise.

(4) Right of Indemnatee to Bring Suit: If a claim under this Article is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be 20 days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnatee shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the Corporation (including its board of directors, its

shareholders or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its board of directors, its shareholders or independent legal counsel) that the Indemnatee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the Indemnatee is not so entitled.

(5) Nonexclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending an Action in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

(6) Insurance, Contracts and Funding: The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or Another Enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The Corporation may, without further shareholder action, enter into contracts with any Director or Officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

(7) Indemnification of Employees and Agents of the Corporation: The Corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

(8) Contract Right: Rights of indemnification under this Article shall continue as to an Indemnatee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Article shall be a contract right upon which each Director or Officer shall be presumed to have relied on in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect

any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

(9) Severability: If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

2/21/91 Consent of
Shareholders re:
Restated Articles

EXHIBIT A

RESTATED
ARTICLES OF INCORPORATION
OF
NORTHERN COMMERCIAL COMPANY

ARTICLE I

Name

The name of this corporation (the "Corporation") is
NORTHERN COMMERCIAL COMPANY.

ARTICLE II

This corporation is organized for the purposes of
transacting any and all legal business for which corporations may
be incorporated under Title 23B of the Revised Code of
Washington.

ARTICLE III

Authorized Shares

The total authorized number of shares of the
Corporation is Two Hundred Twenty-Five Thousand (225,000) shares
of common stock with a par or ascribed value of Ten Dollars
(\$10.00) per share.

ARTICLE IV

Directors

The number of directors of the Corporation and the
manner in which such directors are to be elected shall be as set
forth in the bylaws. The names of the current directors are:

<u>Name</u>	<u>Address</u>
Carl G. Behnke	2300 26th Avenue S. Seattle, WA 98144
Robert J. Behnke	7th Floor, Skinner Bldg. 1326 5th Avenue Seattle, WA 98101
C. William Golding	4400 1001 Fourth Ave. Bldg. Seattle, WA 98154

Paul W. Skinner 7th Floor, Skinner Bldg.
1326 5th Avenue
Seattle, WA 98101

John F. Clearman P. O. Box 3562
Seattle, WA 98124

Robert S. Cline 3101 Western Avenue
Seattle, WA 98111

Stephen A. Duzan 51 University Street
Seattle, WA 98101

John E. Newman, Jr. 112 E. Pecan Street, Suite 1725
San Antonio, TX 78205

ARTICLE V

Shareholders' Rights

1. Shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.
2. Holders of common stock shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI

Voting Rights

1. Holders of common stock shall have unlimited voting rights.
2. At each election of directors, every shareholder entitled to vote at such election has the right to vote the number of shares of stock held by such shareholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VII

Limitation on Liability of Directors

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the director will personally receive a

benefit in money, property or services to which the director is not legally entitled. If, after this Article becomes effective, the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

ARTICLE VIII

Registered Office

The address of the registered office of the Corporation is 17035 West Valley Highway, Tukwila, Washington 98188 and the name of the registered agent at such address is Lynn Edelstein Du Bey.

ARTICLE IX

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

Adopted by resolution of the corporation's Board of Directors on _____, 1991.

NORTHERN COMMERCIAL COMPANY

By: _____

Its: _____

EXHIBIT B

BYLAWS

OF

NORTHERN COMMERCIAL COMPANY

ARTICLE I

Registered Office and Registered Agent

1. The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. A registered agent so appointed shall consent to appointment in writing and such consent shall be filed with the Secretary of State of the State of Washington.

2. If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of the Corporation by notifying the Corporation in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement of such change, as required by law.

3. The Corporation may change its registered agent at any time upon the filing of an appropriate notice with the Secretary of State, with the written consent of the new registered agent either included in or attached to such notice.

ARTICLE II

Shareholders' Meetings

1. Meeting Place. All meetings of the shareholders shall be held, pursuant to proper notice as set forth in Article II Section 4 of these Bylaws, at the principal executive office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors.

2. Annual Meeting Time. The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at such hour as may be determined by resolution of the Board of Directors from time to time. In the absence of such determination, the annual meeting shall be held each year on the second Thursday in February at the hour of 9:00 A.M. if not a legal holiday, and if a legal holiday, then on the next business day following, at the same hour.

3. Special Meetings. Special meetings of the shareholders for any purpose may be called at any time by the President, the Board of Directors or the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at such special meeting in accordance with RCW 23B.07.020. Special shareholders' meetings shall be held at the Corporation's principal executive office or at such other place as shall be identified in the notice of such meeting.

4. Notice of Meetings.

(a) Except as provided in subsection (c) hereunder, notice of the date, time and place of the annual meeting of shareholders shall be given not less than ten nor more than fifty days, prior to the meeting to each shareholder of record entitled to vote at such meeting.

(b) Except as provided in subsection (c) hereunder, notice of each special meeting of shareholders shall be given not less than ten nor more than fifty days prior to the meeting. Such notice shall state the date, time and place of such meeting, and the purpose or purposes for which the meeting is called, and shall be delivered to each shareholder of record entitled to vote at such meeting.

(c) Notice of a shareholders' meeting at which the shareholders will be called to act on an amendment to the articles of incorporation, a plan of merger or share exchange, a proposed sale of assets other than in the regular course of business or the dissolution of the Corporation shall be given not less than twenty days and not more than sixty days before the meeting date.

5. Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or at any adjournment thereof, or entitled to receive dividends or distributions, the Board of Directors shall fix in advance a record date for any such determination of shareholders, such date to be not more than seventy days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken.

6. Shareholders' List. After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders on the record date who are entitled to notice of a shareholders' meeting. Such list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder. The shareholders' list shall be kept on file at the registered office of the Corporation for a period beginning ten days prior to such meeting and shall be kept open at the time and place of such

meeting for the inspection by any shareholder, or any shareholder's agent or attorney.

7. Quorum. Except as otherwise required by law, a quorum at any annual or special meeting of shareholders shall consist of shareholders representing, either in person or by proxy, a majority of the votes entitled to be cast on the matter by each voting group.

8. Voting.

(a) Except as otherwise provided in the Articles of Incorporation and subject to the provisions of the laws of the State of Washington, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting.

(b) If a quorum exists, action on a matter, other than the election of directors, is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless the question is one which by express provision of law, of the Articles of Incorporation or of these Bylaws a greater number of affirmative votes is required.

(c) Unless otherwise provided in the Articles of Incorporation, in any election of directors the candidates elected are those receiving the largest numbers of votes cast by the shares entitled to vote in the election, up to the number of directors to be elected by such shares.

9. Proxies. A shareholder may vote either in person or by appointing a proxy by signing an appointment form, either personally or by the shareholder's attorney-in-fact or agent. An appointment of a proxy is effective when received by the person authorized to tabulate votes for the Corporation. An appointment of a proxy is valid for eleven months unless a longer period is expressly provided in the appointment form.

10. Action by Shareholders Without a Meeting. Any action required or which may be taken at a meeting of shareholders of the Corporation may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken in accordance with this section shall be effective when all written consents are in the possession of the Corporation unless the consent specifies a later effective date.

11. Waiver of Notice. A written waiver of any notice required to be given to any shareholder, signed by the person or persons entitled to such notice, whether before or after the time

stated therein for the meeting, shall be deemed the giving of such notice by the Corporation, provided that such waiver has been delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A shareholder's attendance at a meeting waives any notice required, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

12. Action of Shareholders by Communications Equipment. Shareholders may participate in any meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III

Shares of Stock

1. Issuance of Shares. No shares of the Corporation shall be issued unless authorized by the Board of Directors. Such authorization shall include the number of shares to be issued and the consideration to be received. Certificates of stock shall be issued in numerical order, and each shareholder shall be entitled to a certificate signed by the President, or a Vice President, and the Secretary, and such certificate may bear the seal of the Corporation or a facsimile thereof.

At a minimum each certificate of stock shall state:

- (a) the name of the Corporation;
- (b) that the Corporation is organized under the laws of the State of Washington;
- (c) the name of the person to whom the certificate is issued;
- (d) the number and class of shares and the designation of the series, if any, the certificate represents; and
- (e) if the Corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences and limitations applicable to each class and the variations in rights, preferences and limitations determined for each series, and the authority of the Board of Directors to determine variations for future series, must be summarized either on the front or back of the certificate. Alternatively, the certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information without charge on request in writing.

In case of any mutilation, loss or destruction of any certificate of stock, another certificate may be issued in its place on proof of such mutilation, loss or destruction. The Board of Directors may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the Corporation in such sum as it might determine or establish such other procedures as it deems necessary or appropriate.

3. Transfers.

(a) Transfers of stock shall be made only upon the stock transfer records of the Corporation, which records shall be kept at the registered office of the Corporation or at its principal place of business.

(b) Shares of certificated stock shall be transferred by delivery of the certificates therefor, accompanied either by an assignment in writing on the back of the certificate or an assignment separate from certificate, or by a written power of attorney to sell, assign and transfer the same, signed by the holder of said certificate. No shares of certificated stock shall be transferred on the records of the Corporation until the outstanding certificates therefor have been surrendered to the Corporation or to its transfer agent or registrar.

4. Shares of Another Corporation. Shares owned by the Corporation in another Corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Board of Directors may determine or, in the absence of such determination, by the President of the Corporation.

ARTICLE IV

Board of Directors

1. Powers. The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws or as directed or required to be exercised or done by the shareholders.

2. General Standards for Directors.

(a) A director shall discharge the duties of a director, including duties as a member of a committee:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the director reasonably believes to be in the best interests of the Corporation.

3. Number and Term. The Board of Directors shall consist of a minimum of three (3) and a maximum of fifteen (15) persons who shall hold office for staggered three-year terms. The terms of one-third of the directors shall expire each year. If at any time the number of directors is not divisible by three, terms will be staggered to achieve the intent of this provision. Directors may serve for any number of consecutive terms and shall continue to hold office until their respective successors are elected and qualified. Directors need not be shareholders or residents of the State of Washington.

4. Change of Number. The number of directors may at any time be increased or decreased by resolution of either the shareholders or directors at any annual, special or regular meeting; provided, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, except as provided in Sections 6 and 7 of this Article IV.

5. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors in office though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until the next shareholders' meeting at which directors are elected and until his or her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders and until his or her successor is elected and qualified.

6. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

7. Removal of Directors. At a special meeting of shareholders called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed, with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of such directors. A director or directors may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of such special meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors, as the case may be.

8. Regular Meetings. Regular meetings of the Board of Directors or any committee may be held without notice at the principal place of business of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors or such committee, as the case may be, may from time to time designate. The annual meeting of the Board of Directors shall be held without notice immediately after adjournment of the annual meeting of shareholders.

9. Special Meetings.

(a) Special meetings of the Board of Directors may be called at any time by the President or by any director, to be held at the principal place of business of the Corporation or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all special meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least two (2) days prior to the date of the meeting, in accordance with the provisions set forth in Article VII of these Bylaws. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.

(b) Special meetings of any committee of the Board of Directors may be called at any time by such person or persons and with such notice as shall be specified for such committee by the Board of Directors, or in the absence of such specification, in the manner and with the notice required for special meetings of the Board of Directors.

10. Waiver of Notice. A director may waive any notice required by law, by the Articles of Incorporation or by these Bylaws before or after the time stated for the meeting, and such waiver shall be equivalent to the giving of such notice. Such waiver must be in writing, signed by the director entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

11. Quorum. A majority of the full Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

12. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken is deemed to have assented to such action unless:

(a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to the holding of, or transaction of business at, the meeting;

(b) the director's dissent or abstention from the action is entered in the minutes if the meeting; or

(c) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right to dissent or abstain is not available to a director who voted in favor of the action taken.

13. Action by Directors Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents setting forth the action taken, signed by each of the directors, or by each of the members of the committee, as the case may be, either before or after the action taken, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Such consent shall have the same effect as a unanimous vote.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a later effective date.

14. Participation by Means of Communications Equipment.

Any or all directors may participate in a regular or special meeting of the Board of Directors (or of a committee thereof) by, or may conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting.

15. Committees.

(a) The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may create an Executive Committee and one or more other committees of directors. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Executive Committee shall have and may exercise all authority of the Board of Directors and, to the extent specified by the Board of Directors, each other committee may exercise the authority of the Board of Directors, except that no committee shall have the authority to:

(i) authorize or approve a distribution except according to a general formula or method prescribed by the Board of Directors;

(ii) approve or propose to shareholders action that by law is required to be approved by shareholders;

(iii) fill vacancies on the Board of Directors or any of its committees;

(iv) amend the Articles of Incorporation;

(v) adopt, amend or repeal these Bylaws;

(vi) approve a plan of merger not requiring shareholder approval; or

(vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board of Directors may authorize a committee (or a senior executive officer of the Corporation) to do so within limits specifically prescribed by the Board of Directors.

(b) The creation of, delegation of authority to or action by a committee does not alone constitute compliance by a director with the standards of conduct required by the Washington Business Corporation Act and these Bylaws.

16. Remuneration. The Board of Directors shall establish by resolution the remuneration, if any, to be paid to the directors, as such, for their service. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

1. Designations. The officers of the Corporation shall be a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary and a Treasurer. Any two or more offices may be held by the same individual.

2. Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

3. Powers and Duties. If the Board appoints persons to fill the following positions, such officers shall have the power and duties set forth below:

(a) Chairman of the Board of Directors: The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and the shareholders, and shall have such other powers as the Board may determine.

(b) The President. The President of the Corporation shall have, subject to the direction and control of the Board of Directors, general control and management of the business affairs and policies of the Corporation. The President shall act as liaison from and as spokesman for the Board of Directors. The President shall participate in long-range planning for the Corporation and shall be available to the other officers of the Corporation for consultation. The President shall possess power to sign all certificates, contracts and other instruments of the Corporation. The President shall perform all such other duties as are incident to the office of President or are properly required by the Board of Directors.

(c) Vice-Presidents. During the absence or disability of the President, the Executive or Senior Vice-Presidents, if any, and the Vice-Presidents, if any, in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

(c) The Secretary. The Secretary shall issue notices for all meetings, except for notices for special meetings of the shareholders and special meetings of the directors which are called by the requisite percentage of shareholders or number of directors, shall keep minutes of all meetings, shall have charge of the seal and the Corporation's books, and shall make such reports and perform such other duties as are incident to the office of Secretary, or are properly required of him or her by the Board of Directors.

(d) The Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

4. Standards of Conduct for Officers.

(a) An officer with discretionary authority shall discharge such officer's duties under that authority:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

5. Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may in its sole discretion select.

6. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

7. Other Officers. The Board of Directors, or a duly appointed officer to whom such authority has been delegated by Board resolution, may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8. Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective date.

9. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

10. Compensation and Contract Rights. The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors. The appointment of an officer shall not of itself create contract rights.

11. Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI

Distributions and Finance

1. Distributions. The Board of Directors may authorize and the Corporation may make distributions to its shareholders;

provided that no distribution may be made if, after giving it effect, either:

(a) The Corporation would not be able to pay its debts as they become due in the usual course of business; or

(b) The Corporation's total assets would be less than the sum of its total liabilities plus the amount which would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

The Board of Directors may authorize distributions to holders of record at the close of business on any business day prior to the date on which the distribution is made. If the Board of Directors does not fix a record date for determining shareholders entitled to a distribution, the record date shall be the date on which the Board of Directors authorizes the distribution.

2. Measure of Effect of a Distribution. For purposes of determining whether a distribution may be authorized by the Board of Directors and paid by the Corporation under Article VI, Section 1 of these Bylaws, the effect of the distribution is measured:

(a) In the case of a distribution of indebtedness, the terms of which provide that payment of principal and interest are made only if and to the extent that payment of a distribution to shareholders could then be made under this section, each payment of principal or interest is treated as a distribution, the effect of which is measured on the date the payment is actually made; or

(b) In the case of any other distribution:

(i) if the distribution is by purchase, redemption, or other acquisition of the Corporation's shares, the effect of the distribution is measured as of the earlier of the date any money or other property is transferred or debt incurred by the Corporation, or the date the shareholder ceases to be a shareholder with respect to the acquired shares;

(ii) if the distribution is of an indebtedness other than described in subsection 2(a) and (b)(i) of this section, the effect of the distribution is measured as of the date the indebtedness is distributed; and

(iii) in all other cases, the effect of the distribution is measured as of the date the distribution is authorized if payment occurs within 120 days after the date of authorization, or the date the payment is made if it occurs more than 120 days after the date of authorization.

3. Depositories. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any shareholder or director must be in writing and may be transmitted by: mail, private carrier or personal delivery; telegraph or teletype; or telephone, wire or wireless equipment which transmits a facsimile of the notice. Written notice by the Corporation to its shareholders shall be deemed effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders. Except as set forth in the previous sentence, written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee.

ARTICLE VIII

Seal

The Corporation may adopt a corporate seal which seal shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors.

ARTICLE IX

Indemnification of Officers, Directors, Employees and Agents

1. Definitions. For purposes of this Article:

(a) "Corporation" includes the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint

venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(c) "Expenses" include counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means: (i) When used with respect to a director, the office of director in the Corporation; and (ii) when used with respect to an individual other than a director, as contemplated in Section 6 of this Article IX, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. Mandatory Indemnification.

(a) The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

(b) Except as provided in subsection (e) of this Section 2, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

- (i) The individual acted in good faith; and
- (ii) The individual reasonably believed:

(A) In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests;

(B) In all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and

(iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b)(ii) of this Section 2.

(d) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

(e) The Corporation shall not indemnify a director under this Section 2:

(i) In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(ii) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(f) Indemnification under this Article IX, Section 2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

3. Advance for Expenses.

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(i) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article IX; and

(ii) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to

repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

(b) The undertaking required by subsection (a)(i) of this Section 3 must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

4. Court-Ordered Indemnification. A director of the Corporation who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary, may order indemnification or advance of expenses if it determines:

(a) The director is entitled to mandatory indemnification under Section 2 of this Article IX, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification;

(b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 of this Article IX, or was adjudged liable as described in Section 2(e) of this Article IX, but if the director was adjudged so liable, the director's indemnification is limited to reasonable expenses incurred; or

(c) In the case of an advance of expenses, the director is entitled pursuant to the Articles of Incorporation, Bylaws, or any applicable resolution or contract, to payment or reimbursement of the director's reasonable expenses incurred as a party to the proceeding in advance of final disposition of the proceeding.

5. Determination and Authorization of Indemnification.

(a) The Corporation shall not indemnify a director under this Article IX unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 2(b) of this Article IX.

(b) The determination shall be made:

(i) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under (i) of this subsection, by majority vote of a committee duly designated by the Board of Directors, in which designation directors who are

parties may participate, consisting solely of two or more directors not at the time parties to the proceeding;

(iii) By special legal counsel:

(A) Selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii) of this subsection; or

(B) If a quorum of the Board of Directors cannot be obtained under (i) of this subsection and a committee cannot be designated under (ii) of this subsection, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

(iv) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b) (iii) of this Section to select counsel.

6. Indemnification of Officers, Employees, and Agents.

(a) An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 2 (a) of this Article IX, and is entitled to apply for court-ordered indemnification under Section 4 of this Article IX, in each case to the same extent as a director; and

(b) An officer of the Corporation who is not a director is entitled to mandatory indemnification in a proceeding by or in the right of the Corporation in which the officer is adjudged liable to the Corporation or its shareholders for monetary damages except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the officer, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the officer will personally receive a benefit in money, property or services to which the officer is not legally entitled; and

(c) The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a director to the same extent as to a director under this Article IX.

(d) The Corporation may also indemnify and advance expenses to an officer, employee, or agent who is not a director to the

extent, consistent with law, that may be provided by a general or specific action of its Board of Directors, or contract.

7. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article IX.

8. Indemnification as a Witness. This Article IX does not limit a Corporation's power to pay or reimburse expenses incurred by a director in connection with the director's appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

9. Report to Shareholders. If the Corporation indemnifies or advances expenses to a director pursuant to this Article IX in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.

10. Shareholder Authorized Indemnification.

(a) If authorized by a resolution adopted or ratified, before or after the event, by the shareholders of the Corporation, the Corporation shall have the power to indemnify or agree to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations contained in this Article IX (other than this Section 10); provided that no such indemnity shall indemnify any director from or on account of:

(i) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;

(ii) Conduct of the director finally adjudged to be an unlawful distribution under RCW 23B.08.310; or

(iii) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

(b) Unless a resolution adopted or ratified by the shareholders of the Corporation provides otherwise, any

determination as to any indemnity or advance of expenses under subsection (a) of this Section 10 shall be made in accordance with Section 5 of this Article IX.

11. Validity of Indemnification. A provision addressing the Corporation's indemnification of or advance for expenses to directors that is contained in these Bylaws, a resolution of its shareholders or Board of Directors, or in a contract or otherwise, is valid only if and to the extent the provision is consistent with RCW 23B.08.500 through 23B.08.580.

12. Savings Clause. If this Article IX or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify each director as to reasonable expenses and liabilities with respect to any proceeding, whether or not brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article IX that shall not have been invalidated, or by any other applicable law.

ARTICLE X

Books and Records

The Corporation shall maintain appropriate accounting records and shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of the shares held by each. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

The Corporation shall keep a copy of the following records at its principal office:

1. The Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;

2. The Bylaws or Restated Bylaws and all amendments thereto currently in effect;

3. The minutes of all shareholders' meetings, and records of all actions taken by shareholders without a meeting, for the past three years;

4. Its financial statements for the past three years, including balance sheets showing in reasonable detail the

financial condition of the Corporation as of the close of each fiscal year, and an income statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein;

5. All written communications to shareholders generally within the past three years;

6. A list of the names and business addresses of its current directors and officers; and

7. Its most recent annual report delivered to the Secretary of State of Washington.

ARTICLE XI

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors; and shall keep at its registered office or principal place of business, a record of its shareholders, giving the names and address of all shareholders and the number and class of the shares held by each.

ARTICLE XII

Amendments

1. By Shareholders. These Bylaws may be amended or repealed by the shareholders in the manner set forth in Article II Section 9 of these Bylaws at any regular or special meeting of the shareholders.

2. By Directors. The Board of Directors shall have power to amend or repeal the Bylaws of, or adopt new bylaws for, the Corporation. However, any such Bylaws, or any alteration, amendment or repeal of the Bylaws, may be subsequently changed or repealed by the holders of a majority of the stock entitled to vote at any shareholders' meeting.

3. Emergency Bylaws. The Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the shareholders, which shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States, any state of emergency declared by

the federal government or any subdivision thereof, or any other catastrophic event.

Adopted by resolution of the Corporation's Board of Directors on _____, 1991.

Lynn Edelstein Du Bey
Secretary

EXECUTIVE COMMITTEE

The Executive Committee shall have and may exercise all authority of the Board of Directors except that it shall not have the authority to:

- (i) authorize or approve a distribution except according to a general formula or method prescribed by the Board of Directors;
- (ii) approve or propose to shareholders action that by law is required to be approved by shareholders;
- (iii) fill vacancies on the Board of Directors or any of its committees;
- (iv) amend the Articles of Incorporation;
- (v) adopt, amend or repeal the Bylaws;
- (vi) approve a plan of merger not requiring shareholder approval; or
- (vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except where expressly authorized to do so within limits specifically prescribed by the Board of Directors.

N C MACHINERY CO.
CHARTER
AUDIT COMMITTEE

Role of the Audit Committee

Oversee the independent audit relationship and internal audit activities of N C Machinery Co.

Activities of Audit Committee

Meet with independent accountants a minimum of twice per year. Meetings should include:

- (1) Review of proposed scope of engagement and proposed fee arrangements for annual examination of financial statements.
- (2) Review of results of examination including report on examination of financial statements and reports to management regarding internal controls.
- (3) Review of management's follow up on recommendations received from accountants.
- (4) Opportunity for accountants to approach the committee directly and discuss relationships with management in the conduct of their examination.
- (5) Review adequacy of company's risk management program.
- (6) Review of significant pending and threatened litigation.

Meet with company financial management and internal auditor a minimum of twice per year. Meetings should include:

- (1) Review of plan for year including scope of internal audit activities, review guidelines and coordination with independent accountants.
- (2) Review of results of internal audit activities including responses of management to findings and recommendations.

Meetings

The committee should meet in connection with the first or second board meeting to review the proposed scope and plans for the year and in connection with the annual meeting to review the results of the previous year's examinations. Other meetings may be called by the Chairman as appropriate to the committee's responsibilities.

Reports

The Chairman will report the results of committee meetings in summary form to the board at a regularly scheduled board meeting.

N C MACHINERY CO.
CHARTER
COMPENSATION COMMITTEE

Role of the Compensation Committee

Oversee the process of determining compensation plans and salary levels for senior management and review bonus plans and compensation policy for other personnel.

Activities of the Committee

Meet with outside consultant once a year. Meeting will include a review of:

- Long term and annual incentive plans for senior management.
- Annual salary adjustments for senior management.
- Incentive plans for management.

Meet with Human Resources Manager at least once a year. Subjects reviewed should include:

- Wage and salary policy and revisions.
- Mechanics wage revisions.
- Incentive plans proposed.
- Benefit plan status and concerns.

The committee is responsible to report to the full board as to recommended incentive plans for managers and officers for approval by the board.

Meetings

Meetings should be held at least twice per year as called by the Chairman. The committee should meet in connection with the annual meeting to review and approve incentive plans for the ensuing year.

Reports

The Chairman will report the results of committee meetings in summary to the board at a regularly scheduled board meeting.

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**SUPPLEMENTARY RETIREMENT PLAN
FOR EXECUTIVES OF
NORTHERN COMMERCIAL COMPANY**

SECTION 1

NAME AND PURPOSE

1.1 NAME

The Plan shall be known as the Supplementary Retirement Plan for Executives of Northern Commercial Company (hereafter referred to as the "SERP").

1.2 PURPOSE

The Purpose of the SERP is to provide retirement benefits to selected executives in addition to those provided by the 1988 Restated Retirement Plan of Skinner Corporation and Affiliated Companies - Northern Commercial Company (hereafter referred to as the "Basic Plan"). The Basic Plan was amended, effective December 31, 1989, to change the formula for determining benefit accruals after December 30, 1989. The amendment reduced the benefit accrual for higher paid participants. The SERP will compensate selected executives for the benefit reduction.

1.3 EFFECTIVE DATE

The effective date of this SERP is December 31, 1989.

SECTION 2

ELIGIBILITY TO BECOME A PARTICIPANT

2.1 ELIGIBILITY ON THE EFFECTIVE DATE

Each of the following individuals is covered by the SERP on the effective date.

(Names needed)

2.2 OTHER ELIGIBILITY

Additional executives will be covered by the SERP when so determined by the Board of Directors of Northern Commercial Company (hereafter referred to as the "Board"). A resolution of the Board identifying an eligible individual and the effective date of his/her coverage under the SERP will be evidence of participation.

2.3 CEASING TO BE AN PARTICIPANT

An eligible employee shall cease to be a participant upon his/her termination of employment, retirement or death.

SECTION 3

BENEFITS

3.1 AMOUNTS

Whenever an executive covered by this SERP or his spouse becomes entitled to a benefit under the Basic Plan, he or she shall become entitled to a benefit from the SERP which shall be the excess, if any, of the benefit determined in accordance with the Basic Plan prior to its amendment on December 31, 1989 over the benefit determined in accordance with the Basic Plan at the date of entitlement.

3.2 PAYMENT METHODS

The benefit determined under the Basic Plan will most often be a monthly amount payable for life or for the joint lives of the participant and his/her spouse. The benefit of the SERP will normally be paid the same way.

If amounts that become payable under the SERP are less than \$500 per month, a lump sum which is the actuarial equivalent (as defined in the Basic Plan) of the monthly amounts will be paid instead and the SERP will have no further obligation to the executive or his/her spouse.

If the monthly amounts are larger than \$500 per month, the executive and the Board may agree that a lump sum be paid instead.

SECTION 4
CLAIMS PROCEDURE

4.1 ORIGINAL CLAIM

Any person claiming a benefit, requesting an interpretation or ruling under the SERP, or requesting information under the SERP shall present the request in writing to the Board which shall respond in writing as soon as practicable, but no later than sixty (60) days from the date of receipt.

4.2 DENIAL

If the claim or request is denied, the written notice of denial shall state:

- a. The reasons for denial, with specific reference to the SERP provisions on which the denial is based.
- b. A description of any additional material or information required and an explanation of why it is necessary.
- c. An explanation of the SERP's claim review procedure.

4.3 REQUEST FOR REVIEW

Any person whose claim or request is denied or who has not received a response within sixty (60) days may request review by notice given in writing to the Board. The claim or request shall be reviewed by the Board or a designated committee of the Board which may, but shall not be required to, have the claimant appear before it. On review, the claimant may have representation, examine pertinent documents, and submit issues and comments in writing.

4.4 FINAL DECISION

The decision of review shall normally be made within ninety (90) days. If an extension is required for a hearing or other special circumstances the claimant shall be so notified and the time limit shall be one hundred twenty (120) days. The decision shall be in writing and shall state the reasons and the relevant SERP provision. All decisions on review shall be final and bind all parties concerned.

SECTION 5

PLAN AMENDMENT AND TERMINATION

5.1 AMENDMENT

The Board may amend this SERP at any time so long as the benefits already accrued are not reduced.

5.2 TERMINATION

The Board may terminate the SERP at any time as follows:

- a. Termination shall be by notice to the participants of the termination. The termination date shall not be earlier than the first day of the month in which notice is given.
- b. After the effective date of termination no further executives shall be selected for participation and no further benefits shall accrue for existing participants.
- c. The accrued benefit of each existing participant shall be paid under the terms of the SERP as in effect before termination.

SECTION 6
GENERAL PROVISION

6.1 RIGHTS

The rights of a participant under this SERP are personal. No interest of a participant or any beneficiary or representative of a participant may be directly or indirectly transferred, encumbered, seized by legal process or in any other way subjected to the claims of any creditor.

6.2 NOTICES

A notice under this SERP shall be in writing and shall be effective when actually delivered or, if mailed, when deposited postpaid as first class mail. Mail shall be directed to the Board, to the participant at the address shown on his employment records, or to such other address as the party shall specify by notice to the other parties or as the Board may determine to be appropriate. Notices to the Board shall be sent to the Company's address.

6.3 APPLICABLE LAW

This SERP shall be construed according to the law of Washington except as preempted by federal law.

6.4 PAYMENT FOR INDIVIDUAL'S BENEFIT

The Board may decide that because of the mental or physical condition of a person entitled to payments, or because of other relevant factors, it is in the person's best interest to make payment to others for the benefit of the person entitled to payment. In that event, the Board may in its discretion direct that payments be made as follows:

- a. To a parent or spouse or a child of legal age;
- b. to a legal guardian; or
- c. to one furnishing maintenance, support, or hospitalization.

6.5 NOT CONTRACT OF EMPLOYMENT

Nothing in this SERP shall give any employee the right to continue employment.
The SERP shall not prevent discharge of any employee at any time for any reason.

6.6 PAYMENTS FROM GENERAL FUNDS

The rights of participants or beneficiaries for payments under this SERP are those of a general creditor of the Company and all benefits shall be paid from the general funds of the Company.

Adopted _____

NORTHERN COMMERCIAL COMPANY

By _____

Its _____

COPY

RESTATED
ARTICLES OF INCORPORATION
OF
NORTHERN COMMERCIAL COMPANY

ARTICLE I

Name

The name of this corporation (the "Corporation") is
NORTHERN COMMERCIAL COMPANY.

ARTICLE II

This corporation is organized for the purposes of
transacting any and all legal business for which corporations may
be incorporated under Title 23B of the Revised Code of
Washington.

ARTICLE III

Authorized Shares

The total authorized number of shares of the
Corporation is Two Hundred Twenty-Five Thousand (225,000) shares
of common stock with a par or ascribed value of Ten Dollars
(\$10.00) per share.

ARTICLE IV

Directors

The number of directors of the Corporation and the
manner in which such directors are to be elected shall be as set
forth in the bylaws. The names of the current directors are:

<u>Name</u>	<u>Address</u>
Carl G. Behnke	2300 26th Avenue S. Seattle, WA 98144
Robert J. Behnke	7th Floor, Skinner Bldg. 1326 5th Avenue Seattle, WA 98101
C. William Golding	4400 1001 Fourth Ave. Bldg. Seattle, WA 98154

Paul W. Skinner 7th Floor, Skinner Bldg.
1326 5th Avenue
Seattle, WA 98101

John F. Clearman P. O. Box 3562
Seattle, WA 98124

Robert S. Cline 3101 Western Avenue
Seattle, WA 98111

Stephen A. Duzan 51 University Street
Seattle, WA 98101

John E. Newman, Jr. 112 E. Pecan Street, Suite 1725
San Antonio, TX 78205

ARTICLE V

Shareholders' Rights

1. Shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.
2. Holders of common stock shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI

Voting Rights

1. Holders of common stock shall have unlimited voting rights.
2. At each election of directors, every shareholder entitled to vote at such election has the right to vote the number of shares of stock held by such shareholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VII

Limitation on Liability of Directors

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is

not legally entitled. If, after this Article becomes effective, the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

ARTICLE VIII

Registered Office

The address of the registered office of the Corporation is 17035 West Valley Highway, Tukwila, Washington 98188 and the name of the registered agent at such address is Lynn Edelstein Du Bey.

ARTICLE IX

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

Adopted by resolution of the corporation's Board of Directors on February 21, 1991.

NORTHERN COMMERCIAL COMPANY

By: Lynn Edelstein Du Bey

Its: Secretary

BYLAWS
OF
NORTHERN COMMERCIAL COMPANY

ARTICLE I

Registered Office and Registered Agent

1. The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. A registered agent so appointed shall consent to appointment in writing and such consent shall be filed with the Secretary of State of the State of Washington.

2. If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of the Corporation by notifying the Corporation in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement of such change, as required by law.

3. The Corporation may change its registered agent at any time upon the filing of an appropriate notice with the Secretary of State, with the written consent of the new registered agent either included in or attached to such notice.

ARTICLE II

Shareholders' Meetings

1. Meeting Place. All meetings of the shareholders shall be held, pursuant to proper notice as set forth in Article II Section 4 of these Bylaws, at the principal executive office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors.

2. Annual Meeting Time. The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at such hour as may be determined by resolution of the Board of Directors from time to time. In the absence of such determination, the annual meeting shall be held each year on the second Thursday in February at the hour of 9:00 A.M. if not a legal holiday, and if a legal holiday, then on the next business day following, at the same hour.

3. Special Meetings. Special meetings of the shareholders for any purpose may be called at any time by the President, the Board of Directors or the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at such special meeting in accordance with RCW 23B.07.020. Special shareholders' meetings shall be held at the Corporation's principal executive office or at such other place as shall be identified in the notice of such meeting.

4. Notice of Meetings.

(a) Except as provided in subsection (c) hereunder, notice of the date, time and place of the annual meeting of shareholders shall be given not less than ten nor more than fifty days, prior to the meeting to each shareholder of record entitled to vote at such meeting.

(b) Except as provided in subsection (c) hereunder, notice of each special meeting of shareholders shall be given not less than ten nor more than fifty days prior to the meeting. Such notice shall state the date, time and place of such meeting, and the purpose or purposes for which the meeting is called, and shall be delivered to each shareholder of record entitled to vote at such meeting.

(c) Notice of a shareholders' meeting at which the shareholders will be called to act on an amendment to the articles of incorporation, a plan of merger or share exchange, a proposed sale of assets other than in the regular course of business or the dissolution of the Corporation shall be given not less than twenty days and not more than sixty days before the meeting date.

5. Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or at any adjournment thereof, or entitled to receive dividends or distributions, the Board of Directors shall fix in advance a record date for any such determination of shareholders, such date to be not more than seventy days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken.

6. Shareholders' List. After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders on the record date who are entitled to notice of a shareholders' meeting. Such list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder. The shareholders' list shall be kept on file at the registered office of the Corporation for a period beginning ten days prior to such meeting and shall be kept open at the time and place of such

meeting for the inspection by any shareholder, or any shareholder's agent or attorney.

7. Quorum. Except as otherwise required by law, a quorum at any annual or special meeting of shareholders shall consist of shareholders representing, either in person or by proxy, a majority of the votes entitled to be cast on the matter by each voting group.

8. Voting.

(a) Except as otherwise provided in the Articles of Incorporation and subject to the provisions of the laws of the State of Washington, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting.

(b) If a quorum exists, action on a matter, other than the election of directors, is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless the question is one which by express provision of law, of the Articles of Incorporation or of these Bylaws a greater number of affirmative votes is required.

(c) Unless otherwise provided in the Articles of Incorporation, in any election of directors the candidates elected are those receiving the largest numbers of votes cast by the shares entitled to vote in the election, up to the number of directors to be elected by such shares.

9. Proxies. A shareholder may vote either in person or by appointing a proxy by signing an appointment form, either personally or by the shareholder's attorney-in-fact or agent. An appointment of a proxy is effective when received by the person authorized to tabulate votes for the Corporation. An appointment of a proxy is valid for eleven months unless a longer period is expressly provided in the appointment form.

10. Action by Shareholders Without a Meeting. Any action required or which may be taken at a meeting of shareholders of the Corporation may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken in accordance with this section shall be effective when all written consents are in the possession of the Corporation unless the consent specifies a later effective date.

11. Waiver of Notice. A written waiver of any notice required to be given to any shareholder, signed by the person or persons entitled to such notice, whether before or after the time

stated therein for the meeting, shall be deemed the giving of such notice by the Corporation, provided that such waiver has been delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A shareholder's attendance at a meeting waives any notice required, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

12. Action of Shareholders by Communications Equipment. Shareholders may participate in any meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III

Shares of Stock

1. Issuance of Shares. No shares of the Corporation shall be issued unless authorized by the Board of Directors. Such authorization shall include the number of shares to be issued and the consideration to be received. Certificates of stock shall be issued in numerical order, and each shareholder shall be entitled to a certificate signed by the President, or a Vice President, and the Secretary, and such certificate may bear the seal of the Corporation or a facsimile thereof.

At a minimum each certificate of stock shall state:

- (a) the name of the Corporation;
- (b) that the Corporation is organized under the laws of the State of Washington;
- (c) the name of the person to whom the certificate is issued;
- (d) the number and class of shares and the designation of the series, if any, the certificate represents; and
- (e) if the Corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences and limitations applicable to each class and the variations in rights, preferences and limitations determined for each series, and the authority of the Board of Directors to determine variations for future series, must be summarized either on the front or back of the certificate. Alternatively, the certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information without charge on request in writing.

In case of any mutilation, loss or destruction of any certificate of stock, another certificate may be issued in its place on proof of such mutilation, loss or destruction. The Board of Directors may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the Corporation in such sum as it might determine or establish such other procedures as it deems necessary or appropriate.

3. Transfers.

(a) Transfers of stock shall be made only upon the stock transfer records of the Corporation, which records shall be kept at the registered office of the Corporation or at its principal place of business.

(b) Shares of certificated stock shall be transferred by delivery of the certificates therefor, accompanied either by an assignment in writing on the back of the certificate or an assignment separate from certificate, or by a written power of attorney to sell, assign and transfer the same, signed by the holder of said certificate. No shares of certificated stock shall be transferred on the records of the Corporation until the outstanding certificates therefor have been surrendered to the Corporation or to its transfer agent or registrar.

4. Shares of Another Corporation. Shares owned by the Corporation in another Corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Board of Directors may determine or, in the absence of such determination, by the President of the Corporation.

ARTICLE IV

Board of Directors

1. Powers. The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws or as directed or required to be exercised or done by the shareholders.

2. General Standards for Directors.

(a) A director shall discharge the duties of a director, including duties as a member of a committee:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the director reasonably believes to be in the best interests of the Corporation.

3. Number and Term. The Board of Directors shall consist of a minimum of three (3) and a maximum of fifteen (15) persons who shall hold office for staggered three-year terms. The terms of one-third of the directors shall expire each year. If at any time the number of directors is not divisible by three, terms will be staggered to achieve the intent of this provision. Directors may serve for any number of consecutive terms and shall continue to hold office until their respective successors are elected and qualified. Directors need not be shareholders or residents of the State of Washington.

4. Change of Number. The number of directors may at any time be increased or decreased by resolution of either the shareholders or directors at any annual, special or regular meeting; provided, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, except as provided in Sections 6 and 7 of this Article IV.

5. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors in office though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until the next shareholders' meeting at which directors are elected and until his or her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders and until his or her successor is elected and qualified.

6. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

7. Removal of Directors. At a special meeting of shareholders called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed, with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of such directors. A director or directors may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of such special meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors, as the case may be.

8. Regular Meetings. Regular meetings of the Board of Directors or any committee may be held without notice at the principal place of business of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors or such committee, as the case may be, may from time to time designate. The annual meeting of the Board of Directors shall be held without notice immediately after adjournment of the annual meeting of shareholders.

9. Special Meetings.

(a) Special meetings of the Board of Directors may be called at any time by the President or by any director, to be held at the principal place of business of the Corporation or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all special meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least two (2) days prior to the date of the meeting, in accordance with the provisions set forth in Article VII of these Bylaws. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.

(b) Special meetings of any committee of the Board of Directors may be called at any time by such person or persons and with such notice as shall be specified for such committee by the Board of Directors, or in the absence of such specification, in the manner and with the notice required for special meetings of the Board of Directors.

10. Waiver of Notice. A director may waive any notice required by law, by the Articles of Incorporation or by these Bylaws before or after the time stated for the meeting, and such waiver shall be equivalent to the giving of such notice. Such waiver must be in writing, signed by the director entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

11. Quorum. A majority of the full Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

12. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken is deemed to have assented to such action unless:

(a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to the holding of, or transaction of business at, the meeting;

(b) the director's dissent or abstention from the action is entered in the minutes if the meeting; or

(c) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right to dissent or abstain is not available to a director who voted in favor of the action taken.

13. Action by Directors Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents setting forth the action taken, signed by each of the directors, or by each of the members of the committee, as the case may be, either before or after the action taken, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Such consent shall have the same effect as a unanimous vote.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a later effective date.

14. Participation by Means of Communications Equipment.

Any or all directors may participate in a regular or special meeting of the Board of Directors (or of a committee thereof) by, or may conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting.

15. Committees.

(a) The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may create an Executive Committee and one or more other committees of directors. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Executive Committee shall have and may exercise all authority of the Board of Directors and, to the extent specified by the Board of Directors, each other committee may exercise the authority of the Board of Directors, except that no committee shall have the authority to:

(i) authorize or approve a distribution except according to a general formula or method prescribed by the Board of Directors;

(ii) approve or propose to shareholders action that by law is required to be approved by shareholders;

(iii) fill vacancies on the Board of Directors or any of its committees;

(iv) amend the Articles of Incorporation;

(v) adopt, amend or repeal these Bylaws;

(vi) approve a plan of merger not requiring shareholder approval; or

(vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board of Directors may authorize a committee (or a senior executive officer of the Corporation) to do so within limits specifically prescribed by the Board of Directors.

(b) The creation of, delegation of authority to or action by a committee does not alone constitute compliance by a director with the standards of conduct required by the Washington Business Corporation Act and these Bylaws.

16. Remuneration. The Board of Directors shall establish by resolution the remuneration, if any, to be paid to the directors, as such, for their service. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

1. Designations. The officers of the Corporation shall be a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary and a Treasurer. Any two or more offices may be held by the same individual.

2. Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

3. Powers and Duties. If the Board appoints persons to fill the following positions, such officers shall have the power and duties set forth below:

(a) Chairman of the Board of Directors: The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and the shareholders, and shall have such other powers as the Board may determine.

(b) The President. The President of the Corporation shall have, subject to the direction and control of the Board of Directors, general control and management of the business affairs and policies of the Corporation. The President shall act as liaison from and as spokesman for the Board of Directors. The President shall participate in long-range planning for the Corporation and shall be available to the other officers of the Corporation for consultation. The President shall possess power to sign all certificates, contracts and other instruments of the Corporation. The President shall perform all such other duties as are incident to the office of President or are properly required by the Board of Directors.

(c) Vice-Presidents. During the absence or disability of the President, the Executive or Senior Vice-Presidents, if any, and the Vice-Presidents, if any, in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

(c) The Secretary. The Secretary shall issue notices for all meetings, except for notices for special meetings of the shareholders and special meetings of the directors which are called by the requisite percentage of shareholders or number of directors, shall keep minutes of all meetings, shall have charge of the seal and the Corporation's books, and shall make such reports and perform such other duties as are incident to the office of Secretary, or are properly required of him or her by the Board of Directors.

(d) The Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

4. Standards of Conduct for Officers.

(a) An officer with discretionary authority shall discharge such officer's duties under that authority:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

5. Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may in its sole discretion select.

6. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

7. Other Officers. The Board of Directors, or a duly appointed officer to whom such authority has been delegated by Board resolution, may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8. Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective date.

9. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

10. Compensation and Contract Rights. The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors. The appointment of an officer shall not of itself create contract rights.

11. Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI

Distributions and Finance

1. Distributions. The Board of Directors may authorize and the Corporation may make distributions to its shareholders;

provided that no distribution may be made if, after giving it effect, either:

(a) The Corporation would not be able to pay its debts as they become due in the usual course of business; or

(b) The Corporation's total assets would be less than the sum of its total liabilities plus the amount which would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

The Board of Directors may authorize distributions to holders of record at the close of business on any business day prior to the date on which the distribution is made. If the Board of Directors does not fix a record date for determining shareholders entitled to a distribution, the record date shall be the date on which the Board of Directors authorizes the distribution.

2. Measure of Effect of a Distribution. For purposes of determining whether a distribution may be authorized by the Board of Directors and paid by the Corporation under Article VI, Section 1 of these Bylaws, the effect of the distribution is measured:

(a) In the case of a distribution of indebtedness, the terms of which provide that payment of principal and interest are made only if and to the extent that payment of a distribution to shareholders could then be made under this section, each payment of principal or interest is treated as a distribution, the effect of which is measured on the date the payment is actually made; or

(b) In the case of any other distribution:

(i) if the distribution is by purchase, redemption, or other acquisition of the Corporation's shares, the effect of the distribution is measured as of the earlier of the date any money or other property is transferred or debt incurred by the Corporation, or the date the shareholder ceases to be a shareholder with respect to the acquired shares;

(ii) if the distribution is of an indebtedness other than described in subsection 2(a) and (b)(i) of this section, the effect of the distribution is measured as of the date the indebtedness is distributed; and

(iii) in all other cases, the effect of the distribution is measured as of the date the distribution is authorized if payment occurs within 120 days after the date of authorization, or the date the payment is made if it occurs more than 120 days after the date of authorization.

3. Depositories. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any shareholder or director must be in writing and may be transmitted by: mail, private carrier or personal delivery; telegraph or teletype; or telephone, wire or wireless equipment which transmits a facsimile of the notice. Written notice by the Corporation to its shareholders shall be deemed effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders. Except as set forth in the previous sentence, written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee.

ARTICLE VIII

Seal

The Corporation may adopt a corporate seal which seal shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors.

ARTICLE IX

Indemnification of Officers, Directors, Employees and Agents

1. Definitions. For purposes of this Article:

(a) "Corporation" includes the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint

venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(c) "Expenses" include counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means: (i) When used with respect to a director, the office of director in the Corporation; and (ii) when used with respect to an individual other than a director, as contemplated in Section 6 of this Article IX, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. Mandatory Indemnification.

(a) The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

(b) Except as provided in subsection (e) of this Section 2, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

- (i) The individual acted in good faith; and
- (ii) The individual reasonably believed:

(A) In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests;

(B) In all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and

(iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b)(ii) of this Section 2.

(d) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

(e) The Corporation shall not indemnify a director under this Section 2:

(i) In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(ii) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(f) Indemnification under this Article IX, Section 2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

3. Advance for Expenses.

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(i) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article IX; and

(ii) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to

repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

(b) The undertaking required by subsection (a)(i) of this Section 3 must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

4. Court-Ordered Indemnification. A director of the Corporation who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary, may order indemnification or advance of expenses if it determines:

(a) The director is entitled to mandatory indemnification under Section 2 of this Article IX, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification;

(b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 of this Article IX, or was adjudged liable as described in Section 2(e) of this Article IX, but if the director was adjudged so liable, the director's indemnification is limited to reasonable expenses incurred; or

(c) In the case of an advance of expenses, the director is entitled pursuant to the Articles of Incorporation, Bylaws, or any applicable resolution or contract, to payment or reimbursement of the director's reasonable expenses incurred as a party to the proceeding in advance of final disposition of the proceeding.

5. Determination and Authorization of Indemnification.

(a) The Corporation shall not indemnify a director under this Article IX unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 2(b) of this Article IX.

(b) The determination shall be made:

(i) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under (i) of this subsection, by majority vote of a committee duly designated by the Board of Directors, in which designation directors who are

parties may participate, consisting solely of two or more directors not at the time parties to the proceeding;

(iii) By special legal counsel:

(A) Selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii) of this subsection; or

(B) If a quorum of the Board of Directors cannot be obtained under (i) of this subsection and a committee cannot be designated under (ii) of this subsection, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

(iv) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b) (iii) of this Section to select counsel.

6. Indemnification of Officers, Employees, and Agents.

(a) An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 2 (a) of this Article IX, and is entitled to apply for court-ordered indemnification under Section 4 of this Article IX, in each case to the same extent as a director; and

(b) An officer of the Corporation who is not a director is entitled to mandatory indemnification in a proceeding by or in the right of the Corporation in which the officer is adjudged liable to the Corporation or its shareholders for monetary damages except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the officer, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the officer will personally receive a benefit in money, property or services to which the officer is not legally entitled; and

(c) The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a director to the same extent as to a director under this Article IX.

(d) The Corporation may also indemnify and advance expenses to an officer, employee, or agent who is not a director to the

extent, consistent with law, that may be provided by a general or specific action of its Board of Directors, or contract.

7. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article IX.

8. Indemnification as a Witness. This Article IX does not limit a Corporation's power to pay or reimburse expenses incurred by a director in connection with the director's appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

9. Report to Shareholders. If the Corporation indemnifies or advances expenses to a director pursuant to this Article IX in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.

10. Shareholder Authorized Indemnification.

(a) If authorized by a resolution adopted or ratified, before or after the event, by the shareholders of the Corporation, the Corporation shall have the power to indemnify or agree to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations contained in this Article IX (other than this Section 10); provided that no such indemnity shall indemnify any director from or on account of:

(i) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;

(ii) Conduct of the director finally adjudged to be an unlawful distribution under RCW 23B.08.310; or

(iii) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

(b) Unless a resolution adopted or ratified by the shareholders of the Corporation provides otherwise, any

determination as to any indemnity or advance of expenses under subsection (a) of this Section 10 shall be made in accordance with Section 5 of this Article IX.

11. Validity of Indemnification. A provision addressing the Corporation's indemnification of or advance for expenses to directors that is contained in these Bylaws, a resolution of its shareholders or Board of Directors, or in a contract or otherwise, is valid only if and to the extent the provision is consistent with RCW 23B.08.500 through 23B.08.580.

12. Savings Clause. If this Article IX or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify each director as to reasonable expenses and liabilities with respect to any proceeding, whether or not brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article IX that shall not have been invalidated, or by any other applicable law.

ARTICLE X

Books and Records

The Corporation shall maintain appropriate accounting records and shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of the shares held by each. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

The Corporation shall keep a copy of the following records at its principal office:

1. The Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
2. The Bylaws or Restated Bylaws and all amendments thereto currently in effect;
3. The minutes of all shareholders' meetings, and records of all actions taken by shareholders without a meeting, for the past three years;
4. Its financial statements for the past three years, including balance sheets showing in reasonable detail the

financial condition of the Corporation as of the close of each fiscal year, and an income statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein;

5. All written communications to shareholders generally within the past three years;

6. A list of the names and business addresses of its current directors and officers; and

7. Its most recent annual report delivered to the Secretary of State of Washington.

ARTICLE XI

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors; and shall keep at its registered office or principal place of business, a record of its shareholders, giving the names and address of all shareholders and the number and class of the shares held by each.

ARTICLE XII

Amendments

1. By Shareholders. These Bylaws may be amended or repealed by the shareholders in the manner set forth in Article II Section 9 of these Bylaws at any regular or special meeting of the shareholders.

2. By Directors. The Board of Directors shall have power to amend or repeal the Bylaws of, or adopt new bylaws for, the Corporation. However, any such Bylaws, or any alteration, amendment or repeal of the Bylaws, may be subsequently changed or repealed by the holders of a majority of the stock entitled to vote at any shareholders' meeting.

3. Emergency Bylaws. The Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the shareholders, which shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States, any state of emergency declared by

the federal government or any subdivision thereof, or any other catastrophic event.

Adopted by resolution of the Corporation's Board of Directors on February 21, 1991.


Lynn Edelstein Du Bey
Secretary

2/5/91 Consent of
Shareholder in Lieu
of Annual Meeting
Elect Directors

10/16/90 Minutes of
Audit Committee
Meeting

5/23/90 Certificate
of Secretary

FIRST AMENDMENT TO
1988 RESTATED RETIREMENT PLAN
OF NORTHERN COMMERCIAL COMPANY

This is the First Amendment to the 1988 Restated Retirement Plan for Employees of Skinner Corporation and Affiliated Companies Northern Commercial Company (the "Plan"). Northern Commercial Company wishes to provide for the transfer of assets and liabilities to and from the Plan with respect to participants who transfer employment between Northern Commercial Company and one of the Participating Employers in the Skinner Retirement Plan. Accordingly, effective December 30, 1988, the following paragraph is added to Section 4.5:

"If an Eligible Employee transfers employment between Skinner Corporation or another Participating Employer in the Skinner Retirement Plan and Northern Commercial Company ("NCC"), this Plan is authorized to transfer or accept, as the case may be, assets and liabilities to or from the Skinner Retirement Plan, and such transfer shall be in accordance with the rules set forth in Section 16.3 below except that a resolution of the Board of Directors shall not be required for such inter-company transfers. IRS Form 5310, Notice of Intent to Transfer Assets and Liabilities, needs to be filed at least 30 days before any such transfer."

DATED: _____, 1989.

NORTHERN COMMERCIAL COMPANY

By _____
Its _____

**SECOND AMENDMENT TO
1988 RESTATED RETIREMENT PLAN FOR EMPLOYEES OF
SKINNER CORPORATION & AFFILIATED COMPANIES
- NORTHERN COMMERCIAL COMPANY -**

This is an AMENDMENT to the 1988 Restated Retirement Plan for Employees of Skinner Corporation & Affiliated Companies - Northern Commercial Company (the "Plan").

The benefit structure must be amended to comply with the Social Security integration requirement of the Tax Reform Act of 1986.

NOW, THEREFORE, the Plan is AMENDED in the following respects effective December 31, 1989:

1. The second paragraph of Section 2.11 is amended to read:

Until December 30, 1989, Excess Compensation means Compensation in excess of that subject to Old Age Survivors and Disability Insurance under Section 3101(a) of the Internal Revenue Code of 1986, as amended. After December 30, 1989, excess Compensation means compensation in excess of Social Security Covered Compensation. During any period of disability absence as authorized under paragraph 2.35, Compensation, for purposes of Final Average Compensation but not otherwise, shall be deemed to be the compensation which was paid to the Participant during the twelve consecutive months immediately prior to the date he became totally and permanently disabled.

2. A third clause (iii) is added in Section 7.1(a) which reads:

iii. 2.25% of the Participant's total Compensation plus, in any year prior to the completion of 35 years of Credited Service, .43% of the Participant's Excess Compensation for each Year of Credited Service after December 31, 1989.

3. A definition (2.38(a)) is inserted after Section 2.38, which reads:

"Social Security Covered Compensation - A participant's social security covered compensation for any plan year is the average of the taxable wage bases in effect for each of the 35 calendar years ending with the calendar year in which the participant attains social security retirement age. If a determination is being made prior to the participant's social security retirement age, the wage base for the year of determination will be used for all years subsequent to that year. These amounts shall be determined by using tables published by the Internal Revenue Service."

4. The requirement of ten (10) years of vested service to be eligible for early retirement in Section 6.2 and 7.2 is reduced to five (5) years of vested service.

Dated: _____, 1990

NORTHERN COMMERCIAL COMPANY

By: _____

Its: _____

2/23/90 Minutes of
Regular Meeting

N C MACHINERY CO.
CHARTER
COMPENSATION COMMITTEE

Role of the Compensation Committee

Oversee the process of determining compensation plans and salary levels for senior management and review bonus plans and compensation policy for other personnel.

Activities of the Committee

Meet with outside consultant once a year. Meeting will include a review of:

- Long term and annual incentive plans for senior management.
- Annual salary adjustments for senior management.
- Incentive plans for management.

Meet with Human Resources Manager at least once a year. Subjects reviewed should include:

- Wage and salary policy and revisions.
- Mechanics wage revisions.
- Incentive plans proposed.
- Benefit plan status and concerns.

The committee is responsible to report to the full board as to recommended incentive plans for managers and officers for approval by the board.

Meetings

Meetings should be held at least twice per year as called by the Chairman. The committee should meet in connection with the annual meeting to review and approve incentive plans for the ensuing year.

Reports

The Chairman will report the results of committee meetings in summary to the board at a regularly scheduled board meeting.

N C MACHINERY CO.
CHARTER
AUDIT COMMITTEE

Role of the Audit Committee

Oversee the independent audit relationship and internal audit activities of N C Machinery Co.

Activities of Audit Committee

Meet with independent accountants a minimum of twice per year. Meetings should include:

- (1) Review of proposed scope of engagement and proposed fee arrangements for annual examination of financial statements.
- (2) Review of results of examination including report on examination of financial statements and reports to management regarding internal controls.
- (3) Review of management's follow up on recommendations received from accountants.
- (4) Opportunity for accountants to approach the committee directly and discuss relationships with management in the conduct of their examination.
- (5) Review adequacy of company's risk management program.
- (6) Review of significant pending and threatened litigation.

Meet with company financial management and internal auditor a minimum of twice per year. Meetings should include:

- (1) Review of plan for year including scope of internal audit activities, review guidelines and coordination with independent accountants.
- (2) Review of results of internal audit activities including responses of management to findings and recommendations.

Meetings

The committee should meet in connection with the first or second board meeting to review the proposed scope and plans for the year and in connection with the annual meeting to review the results of the previous year's examinations. Other meetings may be called by the Chairman as appropriate to the committee's responsibilities.

Reports

The Chairman will report the results of committee meetings in summary form to the board at a regularly scheduled board meeting.

2/22/90 Minutes of
Audit Committee
Meeting

2/16/90 Minutes of
Compensation Committee
Meeting

02/08/90 Consent Resolutions
Shareholder

10/16/89 Minutes of Regular
Directors Meeting

8/29/89 Minutes of Special
Directors Meeting

8/7/89 Minutes of
Acquisition Committee
Meeting

7/17/89 Minutes of Regular
Directors Meeting

4/21/89 Minutes of
Annual Directors Meeting

2/15/89 Minutes of
Annual Directors Meeting

CONFLICTS OF INTEREST POLICY

I. PURPOSE

The purpose of this policy is to set forth and establish requirements designed to prevent conflicts of interest pertaining to business practices and employee involvement in outside interests.

II. DEFINITION

Conflict of Interest - A situation where an employee has such a substantial personal interest in a transaction or in a party to a transaction that it might influence the judgment he or she exercises upon behalf of the Company. The personal interest may arise through the expectation of current or future personal gain.

III. POLICY

- A. All Company business transactions will be conducted on an impartial and objective basis free from influence, either direct or indirect, on the part of employees who may have interests in or influential relationships with persons or firms dealing with the Company. Accordingly, all employees must avoid situations where personal interests conflict with the interests of the Company.
- B. It shall be a violation of this policy for employees to receive payments or free services from anyone doing business or seeking to do business with the Company or which competes with the Company. Acceptance of entertainment or gifts above nominal value from such parties is also prohibited unless (1) to do so would be consistent with accepted good business practices, and (2) acceptance has been approved in advance by the President of the Company.
- C. Circumstances which could involve conflicts of interest include, but are not limited to, the following:
 - 1. Substantial personal or family financial interests in a competitor, supplier or customer;

2. Employment by a competitor, customer or supplier in any capacity;
3. Placement of business in or favorable treatment of a firm owned or controlled by an employee or a family member;
4. Acting as an agent, representative or consultant to a competitor, customer or supplier;
5. Performing other employment or business for his or her own personal gain while on Company time or using Company facilities; and
6. Using or releasing, in any manner whatsoever, information relating to the Company or its business which is confidential, proprietary or privileged.

If an employee develops a potential conflict of interest, he or she should promptly discuss the matter with his or her supervisor or General Counsel in order for management to determine whether an impermissible conflict of interest exists. All employees are expected to comply with this policy at all times.

2/13/89 Consent Minutes
in lieu of Annual General
Meeting

1/31/89 Consent Resolutions
of Directors

Working Draft
December 19, 1988

PRIVATE AND CONFIDENTIAL

N C MACHINERY CO.

**1988 REVISED OFFICER INCENTIVE
COMPENSATION PLAN**

December 1988

REVISIONS UNDERLINED

N C MACHINERY CO.
1988 REVISED OFFICER INCENTIVE
COMPENSATION PLAN

INTRODUCTION

This document describes the N C Machinery Officer Incentive Compensation Plan (the Plan), sets forth the manner in which it is intended to operate, and provides for its on-going administration. Any issues not addressed by this document which may arise from time-to-time are to be resolved by the Compensation Committee.

OBJECTIVES

It is the policy of N C Machinery to fairly and equitably compensate its officers in relation to their performance and accomplishment. This Plan is intended to be an integral part of the Company's overall compensation program and to contribute to competitive, equitable, and motivating compensation.

Accordingly, the objectives of this incentive compensation plan are:

1. To provide the officer team at N C with an incentive to work cooperatively towards increasing and maintaining the profitability of the Company.
2. To share with them the results of their efforts.

TIMING

The Plan will operate for annual periods corresponding to the Company's fiscal year which ends on December 31. The Plan Year will begin January 1, 1988 and will end on December 31, 1988

PARTICIPANTS

Participation in this plan is restricted to selected corporate officers. Individual participants will be selected and notified by the Chairman. Any exceptions or questions regarding participation will be resolved by the Chairman, in consultation with the Compensation Committee.

For the 1988 Plan Year, the following individuals are participants:

Paul W. Skinner, Chairman
John F. Clearman, President and CEO
Lee W. Cagle, Senior Vice President, Operations
James M. Kelly, Senior Vice President, Sales and Marketing
Gary D. Norman, Vice President, Information Services
Thomas L. Sparks, Vice President and Treasurer

OVERVIEW

Participants in this Plan will share in a fund determined according to the amount by which the annual after-tax return on stockholders' equity for the N C Machinery Co. exceeds a pre-established target, subject to certain minimum standards set forth herein.

FORMULA FOR DETERMINING THE INCENTIVE FUND

The incentive compensation fund will consist of 10% of the amount by which "after-tax income" exceeds a 3.0% annualized return on "stockholders' equity", plus 20% of the amount by which "after-tax income" exceeds a 6.0% annualized return on "stockholders' equity".

"After-tax income" is to be determined after provision for all operating income and expense items including management incentives, but before LIFO adjustment and before any provision for officer incentives pursuant to this plan.

"Stockholders' Equity" is to be the January 1 stockholders' equity.

NOTE: This formula is subject to review and possible revision in the event of an acquisition exceeding 10% of the net book value of the company, or in the event of other capital restructuring events materially affecting the integrity and intent of the Plan.

EXAMPLES -- FOR ILLUSTRATIVE PURPOSES ONLY

Average Equity	\$28,000,000	\$28,000,000	\$28,000,000	\$28,000,000	\$28,000,000
% After-tax Return on Equity	6.0%	8.0%	10.0%	12.0%	14.0%
\$ Return on Equity	\$1,680,000	\$2,240,000	\$2,800,000	\$3,360,000	\$3,920,000
First Threshold (3%)	\$840,000	\$840,000	\$840,000	\$840,000	\$840,000
Second Threshold (6%)	\$1,680,000	\$1,680,000	\$1,680,000	\$1,680,000	\$1,680,000
Incentive Fund between 3% and 6% return	\$84,000	\$84,000	\$84,000	\$84,000	\$84,000
Amt over 6% Threshold	\$0	\$560,000	\$1,120,000	\$1,680,000	\$2,240,000
Incentive Fund above 6% return	\$0	\$112,000	\$224,000	\$336,000	\$448,000
Total Incentive Fund	\$84,000	\$196,000	\$308,000	\$420,000	\$532,000
Combined Officer Salaries	\$760,500	\$760,500	\$760,500	\$760,500	\$760,500
Incentive as % Salary	11.0%	25.8%	40.5%	55.2%	70.0%
Return on Equity after Incentives	\$1,596,000	\$2,044,000	\$2,492,000	\$2,940,000	\$3,388,000
Net After-tax Return	5.7%	7.3%	8.9%	10.5%	12.1%

"CAP" ON TOTAL INCENTIVE EARNINGS IN ANY ONE YEAR

Regardless of profitability in any one year, the incentive payment to any officer will not exceed 100% of annual base salary as adjusted in accordance with the terms of the following paragraph. The amount, if any, by which incentive amounts determined by formula exceed this limit will be held in a "reserve account" and may be used at the sole discretion of the Compensation Committee and the Board of Directors to fund incentive payments in less profitable years.

DISTRIBUTING THE FUND TO INDIVIDUAL PARTICIPANTS

The bonus fund, determined according to the preceding section, will be distributed to individual participants pro-rata to their annual base salaries, adjusted as follows:

Chairman and President	1.50
Senior Vice Presidents	1.25
Vice Presidents	1.00

Attachment 1 contains the distribution percentages for the 1988 Plan year.

ACCOUNTING CONSIDERATIONS

All measures of sales, profitability, provision of Federal income taxes, stockholders' equity, and related values and amounts are to be made in accordance with the annual financial statements, prepared using FIFO inventory values, audited by the Company's independent certified public accountants.

WINDFALL PROFITS OR EXCEPTIONAL LOSSES

The Compensation Committee may, at its discretion, recommend to the Board of Directors that the Plan be modified from unique circumstances which were clearly not the result of any efforts of the participating officers. Similarly, exceptional losses would be those resulting from unique circumstances also beyond the control of participating officers. In both cases, these events would generally be in excess of \$250,000 after-tax and the Board shall be the sole judge as to whether a circumstance is to be considered under the terms of this paragraph.

ADDITION OR DELETION OF PARTICIPANTS

Normally, participants will be added to the Plan only at the beginning of a Plan Year. However, additions up to mid-year may be made at the discretion of the Chairman, with the concurrence of the Compensation Committee. Those individuals will participate for that year in the relationship their length of service bears to the total Plan Year.

Except as noted below, participants who for any reason leave the employment of N C Machinery during a Plan Year whether voluntarily or involuntarily, will not receive any compensation from this annual incentive plan. Incentive compensation is not, in fact, earned until the end of the Plan Year.

In the event of death, permanent disability (as certified by the Company's insurance carrier), or retirement (in accordance with the terms of the Company's Retirement Plan), a participant will receive pro-rata payment for the time actually worked during the Plan Year.

DURATION OF THE PLAN

This Plan is intended to operate on a year-to-year basis subject to the annual approval of the Compensation Committee and the Board of Directors. The Compensation Committee reserves the right to modify threshold levels and incentive rates, establish annual budgets, set objectives and performance levels, and to otherwise modify the terms and conditions of the Plan from time-to-time as circumstances warrant.

NO RIGHT TO EMPLOYMENT

Nothing in this Plan shall be construed to give any officer or employee of N C Machinery Co. any contractual or other right to be employed, and participation in the Plan shall in no way constitute any form of agreement or understanding binding on N C Machinery Co., express or implied, that N C Machinery Co. will employ any such participant for any length of time.

ADMINISTRATION OF THE PLAN

This Plan will be administered by the Compensation Committee of the Board, and it, with such counsel as it may choose from the Chairman and President, and its management consultants, attorneys, and accountants will be the sole authority for resolving any questions of administration or interpretation which may arise.

* * * * *

10/18/88 Minutes of Regular
Directors Meeting

7/18/88 Minutes of Regular
Directors Meeting

GRATUITIES AND KICKBACKS POLICY
-GOVERNMENT CONTRACTS-

I. PURPOSE

The purpose of this policy is to set forth the Company's commitment to comply with statutory, regulatory, and contractual prohibitions, restrictions, and requirements pertaining to the offering, providing, or acceptance of improper gratuities or kickbacks by or to Company employees related to contracts with any branch of local, state or federal government.

II. DEFINITIONS

- A. Gratuity - Any gift, favor, entertainment, meal, hospitality, transportation, loan, or other tangible item, and any intangible benefits (for example: discounts, passes, and promotional vendor training), given or extended to, or on behalf of, an individual, his or her immediate family or household for which fair market value is not paid by the individual or his or her employer.
- B. Kickback - Any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided directly or indirectly, to any prime contractor, prime contractor employee, subcontractor, or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or in connection with a subcontract or in connection with a subcontract relating to a prime contract.

III. POLICY

- A. The Company is committed to ensuring that all business transactions with or for the government are conducted in a proper manner. The Company operating organizations and employees must comply with statutory, regulatory, and contractual prohibitions, restrictions, and requirements pertaining to the offering, providing, or acceptance of kickbacks of improper gratuities.
- B. The Company operating organizations will:
 - 1. Ensure that Company employees and agents or representatives acting on behalf of the Company do not offer or provide gratuities or kickbacks to higher tier or lower tier contractors, subcontractors, vendors, suppliers, or their employees who are involved in business transactions relating to government contracts.

2. Ensure that Company employees and agents or representatives acting on behalf of the Company do not solicit or accept gratuities or kickbacks from present or potential subcontractors, suppliers, vendors, or other persons or entities seeking or having business with the Company related to government business transactions and contracts.
 3. Ensure that possible gratuity or kickback violations are reported to supervisors or to general counsel for disposition and reporting, as appropriate.
 4. Ensure that the cost of any gratuity is reported to the Company on an appropriate expense report which must include adequate documentation explaining the facts and circumstances of the gratuity. Such costs shall be properly reflected in the books and accounts of the Company.
 5. Ensure that the Company employees and agents or representatives acting on behalf of the Company do not offer or provide improper gratuities to government employees or persons representing or acting on behalf of the government.
 6. Foster an awareness and understanding of gratuity and anti-kickback statutes and regulations as they pertain to business transactions and contracts with or for the government.
- C. Each Company employee must exercise high standards of care and diligence in avoiding any situation that results in or reasonably creates the appearance of soliciting, offering, providing, or accepting a kickback or improper gratuity. Company employees and agents or representatives acting on behalf of the Company must gain an appropriate working knowledge of the statutory, regulatory, and contractual prohibitions and restrictions in this area as they pertain to the accomplishments of their job duties and responsibilities. An appropriate working knowledge of the policies and practices of the government agency, customer, vendor, etc., must also be gained. Employees must report suspected gratuity and/or kickback violations to their supervisor or to general counsel.

4/28/88 Minutes of Regular
Directors Meeting

2/18/88 Minutes of Regular
Directors Meeting

2/18/88 Consent Minutes in
lieu of Annual General
Meeting

STOCK RECORDS

SHARE REGISTER NORTHERN COMMERCIAL COMPANY (III)

The Corporation is authorized to issue 225,000 Shares - Par Value \$10 Each

(The capital of the company was increased pursuant to a Shareholders Resolution dated 3/2/81 from 21,000 Shares - Par Value \$100 Each)

NAME OF STOCKHOLDER	DATE ISSUED	CERT NO.	NO. OF SHARES	FROM WHOM	DATE OF TRANSFER	TO WHOM TRANSFERRED	CERTIFICATES CERT. NOS	SURRENDERED NO. SHARES	NO. OF SHARES HELD (BALANCE)
Skinner Corporation	9/29/78	(b) (6)		Pursuant to Agreement & Plan of Merger	n/a	n/a	n/a	n/a	(b) (6)
Skinner Corporation	3/27/81			Share capital increased pursuant to Shareholders Res. dated 3/2/81					
Gary D. Norman	4/30/81			Orig. Issue	12/13/82	Repurchased pursuant to Restricted Stock Purchase Plan	(b) (6)		Nil
Lee W. Cagle, Jr.	5/1/81			Orig. Issue	12/9/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil
Paul W. Skinner	5/11/81			Orig. Issue	12/22/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil
Roy Ballinger	5/1/81			Orig. Issue	9/14/81	Repurchased pursuant to Restricted Stock Purchase Plan	Affid Cert		Nil
Fred B. Corn	5/1/81			Orig. Issue	7/12/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil
Lee W. Cagle, Jr.	3/22/82			Orig. Issue	12/9/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil
Fred B. Corn	3/22/82			Orig. Issue	7/12/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil
Gary D. Norman	3/22/82			Orig. Issue	12/13/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil
Paul W. Skinner	3/22/82			Orig. Issue	12/22/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil
Julie Weston	3/22/82			Orig. Issue	12/22/82	Repurchased pursuant to Restricted Stock Purchase Plan			Nil

C:/FORMS/SHRREG.1

MISCELLANEOUS

Immunex Corporation
Stephen A. Duzan, Chairman and Chief Executive Officer

IMMUNEX®

LD
PWS
JL

February 11, 1992

Mr. John Clearman, President
NC Machinery Co.
17035 W. Valley Highway
Tukwila, WA 98188

Dear John:

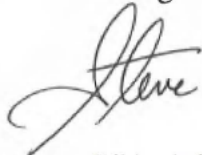
Another round of travel has prevented me from writing this letter until now.

This will confirm that, regrettably, I must resign from the Board of NC Machinery. I am doing so only because of the requirements of my Immunex activities. I have really enjoyed my participation on your Board. As I said to you on the phone, it has been one of the most interesting and enjoyable things I have had a chance to do.

Please extend my compliments to the management of NC Machinery for the outstanding job they do, often under awful circumstances. Sometimes we all forget to say these things when we should. Please also thank the Directors for the opportunity to have worked with them.

Good luck to NC! I will follow your progress and will always be available to discuss things.

Best regards,



51 University Street, Seattle, Washington 98101
206.587.0430, Fax 206.233.0644

P.S. Thanks for sending the notice for the 2/25 meeting. As I told you before, I will almost surely be out of town.